

EXHIBIT E

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:) Chapter 11
)
ROCHESTER DRUG CO-OPERATIVE, INC.,) Case No. 20-20230
)
Debtor.)
)

NOTICE OF FILING

PLEASE TAKE NOTICE that, in accordance with the *Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Members of Official Committees* [Docket No. 333], Pachulski Stang Ziehl & Jones LLP has filed its *First Interim Fee Application of Pachulski Stang Ziehl & Jones LLP For Compensation For Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Official Committee of Unsecured Creditors of the Debtor For the Period April 9, 2020 Through July 31, 2020*, a copy of which is attached hereto and hereby served upon you.

Date: September 17, 2020

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Ilan D. Scharf

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Counsel to the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:) Chapter 11
)
ROCHESTER DRUG CO-OPERATIVE, INC.,) Case No. 20-20230
)
Debtor.)
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**COVER SHEET TO FIRST INTERIM FEE APPLICATION OF PACHULSKI
STANG ZIEHL & JONES LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF THE DEBTOR FOR THE PERIOD APRIL 9, 2020 THROUGH JULY 31, 2020**

Name of Applicant: Pachulski Stang Ziehl & Jones LLP (“PSZJ”)

Authorized to Provide Professional Services to: The Official Committee of Unsecured
Creditors of the Debtor

Date of Order Authorizing Employment: Order entered June 17, 2020 [Doc 409]
effective as of April 9, 2020

Period for Which Compensation is Sought: April 9, 2020 - July 31, 2020
(the “First Compensation Period”)

Amount of Fees Sought: \$397,737.50

Amount of Expense Reimbursement Sought: \$ 1,366.08

This is PSZJ’s first interim fee application.

| | |
|--|--------------|
| Blended Rate in this Application for All Attorneys: | \$ 563.30 |
| Blended Rate in this Application for All Timekeepers: | \$ 690.04 |
| Compensation Sought in this Application Already Paid Pursuant to a Monthly Compensation Order but Not Yet Allowed: | \$221,736.00 |
| Compensation Sought in this Application Not Paid Pursuant to a Monthly Compensation Order: | \$ 96,454.00 |
| Expenses Sought in this Application Already Paid Pursuant to a Monthly Compensation Order but Not Yet Allowed: | \$ 1,099.21 |

I. PRIOR MONTHLY STATEMENTS AND INTERIM APPLICATIONS FILED

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|------------|---------------------|----------------|--------------------|---------------|-------------------|
| 07/08/20 | 04/09/20 – 05/31/20 | \$136,667.50 | \$610.34 | \$109,334.00 | \$610.34 |
| 08/10/20 | 06/01/20 – 06/30/20 | \$140,502.50 | \$488.87 | \$112,402.00 | \$488.87 |
| 08/27/20 | 07/01/20 – 07/31/20 | \$120,567.50 | \$266.87 | Pending | Pending |

II. PSZ&J PROFESSIONALS

| Name of Professional Individual | Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise | Hourly Billing Rate (including Changes) (Rates capped at \$700/hour) | Total Hours Billed | Total Compensation |
|---------------------------------|--|--|--------------------|--------------------|
| James I. Stang | Partner 1983; Member of CA Bar since 1980 | \$700.00 | 9.70 | \$ 6,790.00 |
| Iain A.W. Nasatir | Partner 1999; Member of NY Bar since 1983 Member of CA Bar since 1990 | \$700.00 | 5.30 | \$ 3,710.00 |
| Maxim B. Litvak | Partner 2004; Member of TX Bar since 1997; Member of CA Bar since 2001 | \$700.00 | 5.80 | \$ 4,060.00 |
| Nina L. Hong | Partner 2006; Member of CA Bar since 1996 | \$700.00 | 2.60 | \$ 1,820.00 |
| Ilan D. Scharf | Partner 2010; Member of NY Bar since 2002 | \$700.00 | 161.80 | \$113,260.00 |
| Richard E. Mikels | Partner 2016; Member of MA Bar since 1972; Member of NY Bar since 2015 | \$700.00 | 19.80 | \$ 13,860.00 |
| Jason S. Pomerantz | Partner 2019; Member of CA Bar since 1991 | \$700.00 | 220.30 | \$154,210.00 |
| William L. Ramseyer | Of Counsel 1989; Member of CA Bar since 1980 | \$700.00 | 2.80 | \$ 1,960.00 |
| Gina F. Brandt | Of Counsel 2000; Member of CA Bar since 1976 | \$700.00 | 2.20 | \$ 1,540.00 |
| Richard J. Gruber | Of Counsel 2008; Member of CA Bar since 1982 | \$700.00 | 2.20 | \$ 1,540.00 |
| Gail S. Greenwood | Of Counsel 2009; Member of CA Bar since 1994 | \$700.00 | 86.00 | \$ 60,200.00 |

| Name of Professional Individual | Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise | Hourly Billing Rate (including Changes) (Rates capped at \$700/hour) | Total Hours Billed | Total Compensation |
|---------------------------------|--|--|--------------------|--------------------|
| Cia H. Mackle | Of Counsel 2007; Member of FL Bar since 2006 | \$675.00 | 24.40 | \$ 16,470.00 |
| Steven W. Golden | Associate 2016; Member of NY and MD Bars since 2015; Member of TX Bar since 2016 | \$625.00 | 20.40 | \$ 12,750.00 |
| Beth D. Dassa | Paralegal 2006 | \$425.00 | 0.10 | \$ 42.50 |
| La Asia Carty | Paralegal 2017 | \$425.00 | 13.00 | \$ 5,525.00 |

Grand Total: \$397,737.50

Total Hours: 576.40

Blended Rate: \$690.04

III. COMPENSATION BY CATEGORY

| Project Categories | Total Hours | Total Fees |
|------------------------------|-------------|--------------|
| Asset Analysis/Recovery | 72.40 | \$ 49,685.00 |
| Asset Disposition | 30.60 | \$ 21,420.00 |
| Bankruptcy Litigation | 49.70 | \$ 34,327.50 |
| Case Administration | 7.10 | \$ 3,677.50 |
| Claims Admin./Objections | 45.00 | \$ 31,332.50 |
| Compensation of Professional | 7.50 | \$ 4,837.50 |
| Employee Benefit/Pension | 7.70 | \$ 5,390.00 |
| Financing | 39.20 | \$ 26,712.50 |
| General Creditors Comm. | 49.60 | \$ 34,682.50 |
| Hearing | 4.20 | \$ 2,940.00 |
| Insurance Coverage | 12.70 | \$ 8,890.00 |
| Litigation (Non-Bankruptcy) | 2.10 | \$ 1,470.00 |
| Meeting of Creditors | 2.20 | \$ 1,427.50 |
| Plan & Disclosure Statement | 143.20 | \$100,210.00 |
| PSZ&J Retention | 1.30 | \$ 552.50 |
| Retention of Professional | 26.30 | \$ 17,510.00 |
| Retention of Prof./Others | 3.70 | \$ 2,590.00 |
| Stay litigation | 71.90 | \$ 50,082.50 |

IV. EXPENSE SUMMARY

| Expense Category | Service Provider (if applicable) ¹ | Total Expenses |
|-------------------------|--|----------------|
| Conference Call | Loop Up; AT&T Conference Call | \$455.11 |
| CourtLink | | \$ 52.23 |
| Legal Research | Lexis/Nexis | \$146.77 |
| Court Research | Pacer | \$ 52.50 |
| Postage | US Mail | \$ 44.22 |
| Reproduction Expense | | \$444.65 |
| Reproduction/ Scan Copy | | \$ 29.10 |
| Transcript | Cl@s | \$141.50 |

The total time expended in connection with the preparation of this application is not included herein, as additional time was expended after the First Compensation Period.

Date: September 17, 2020

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Ilan D. Scharf

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Counsel to the Official Committee of Unsecured Creditors

¹ PSZ&J may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:) Chapter 11
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ROCHESTER DRUG CO-OPERATIVE, INC.,) Case No. 20-20230
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Debtor.)
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**FIRST INTERIM FEE APPLICATION OF PACHULSKI STANG
ZIEHL & JONES LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF THE DEBTOR FOR THE PERIOD APRIL 9, 2020 THROUGH JULY 31, 2020**

Pachulski Stang Ziehl & Jones LLP. (“PSZJ” or the “Firm”), counsel to the official committee of unsecured creditors of the debtor (the “Committee”), hereby submits this first interim fee application, pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, for (a) allowance of interim compensation for professional services performed by PSZJ for the period commencing April 9, 2020 through and including July 31, 2020 (the “First Compensation Period”) in the amount of \$397,737.50, and (b) reimbursement of its actual and necessary expenses in the amount of \$1,366.08 incurred during the First Compensation Period, on the following grounds:

I. JURISDICTION

1. The Court has jurisdiction over this application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for relief are sections 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

II. BACKGROUND

4. On March 12, 2020 (the “Petition Date”), Rochester Drug Co-Operative, Inc. (the “Debtor”) filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor remains in possession of its property and continues to operate and maintain its organization as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On April 7, 2020, the United States Trustee appointed the Committee, pursuant to section 1102 of the Bankruptcy Code. *See Appointment of Committee of Unsecured Creditors* [Doc 138]. Following the Committee’s appointment, the Committee, subject to Court approval, retained PSZJ as its counsel.

6. On or about May 12, 2020, PSZJ filed its application seeking to be employed in this case (“Retention Application”). As set forth in the declaration of Ilan D. Scharf in support of the Retention Application, due to the unique circumstances of this case, PSZJ proposed to charge hourly rates which are below its regular hourly rates, specifically, to charge its normal and customary hourly rates, subject to a cap of \$700 per hour. On June 17, 2020, the Court entered its “Order Authorizing and Approving the Employment of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors of the Debtor Effective as of April 9, 2020” (the “Retention Order” [Doc 409], authorizing the employment of

PSZJ as counsel to the Committee effective as of April 9, 2020. The Retention Order authorized PSZJ to apply for compensation for professional services rendered and reimbursement of expenses as set forth in the Retention Application, subject to the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court.

7. PSZJ did not receive a retainer in connection with its employment and, to date, has only received compensation for services and reimbursement of expenses pursuant to the “Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Members of Official Committees,” entered May 26, 2020 (the “Interim Compensation Order”) [Doc 333].

8. Pursuant to the Interim Compensation Order, PSZJ has filed notices of invoices for services rendered during the First Compensation Period. Copies of such notices are attached hereto as Exhibits A to C. A summary of these notices is as follows:

| First Compensation Period | Total Fees | 80% of Fees | 20% Holdback | 100% Expenses | Total Paid during 1st Compensation Period |
|----------------------------------|-------------------|--------------------|---------------------|----------------------|--|
| 04/09/20 – 05/31/20 | \$136,667.50 | \$109,334.00 | \$27,333.50 | \$610.34 | \$109,944.34 |
| 06/01/20 – 06/30/20 | \$140,502.50 | \$112,402.00 | \$28,100.50 | \$488.87 | \$112,890.87 |
| 07/01/20 – 07/31/20 | \$120,567.50 | \$ 96,454.00 | \$24,113.50 | \$266.87 | \$0.00 |
| Total: | \$397,737.50 | \$318,190.00 | \$79,547.50 | \$1,366.08 | \$222,835.21 |

9. Accordingly, pursuant to the notices of invoices filed for the First Compensation Period, PSZJ has received a total amount of \$222,835.21. There remains unpaid a total amount of \$176,268.37 for the First Compensation Period.

Summary of Services Rendered by PSZJ During the First Compensation Period¹

10. During the First Compensation Period, PSZJ has rendered numerous, varied and substantial services to the Committee in connection with this case, including but not limited to:

A. Asset Analysis and Recovery

11. This category relates to work regarding asset analysis and recovery issues. During the First Compensation Period, the Firm, among other things: (1) reviewed and analyzed preference issues; (2) reviewed and analyzed asset sales forfeiture issues; (3) reviewed and analyzed fraudulent transfer issues; (4) reviewed and analyzed co-op structure and fiduciary duties; (5) reviewed and analyzed dividend recovery issues; (6) performed work regarding a diligence list of information and documents to obtain from the Debtor; (7) reviewed and analyzed government claim priority issues; (8) reviewed and analyzed documents relating to forfeiture issues; (9) reviewed and analyzed a Deferred Prosecution Agreement and related documents; (10) performed work regarding a memorandum on forfeiture issues, and reviewed and analyzed the forfeiture claim by the government; (11) reviewed and analyzed criminal settlement issues; (12) reviewed and analyzed documents from the Bank regarding borrowing base, and valuation and appraisal issues; (13) performed work regarding document requests to the Debtor and the Bank; (14) reviewed and analyzed documents regarding insider payments; (15) reviewed and analyzed issues regarding anti-trust settlements; (16) reviewed and analyzed issues regarding the Hiscox insurance litigation; (17) reviewed and analyzed insurance claims; (18) reviewed and analyzed preference data; (19) performed work regarding a preference

¹ PSZ&J billed some similar services to different categories. Such billing has not resulted in any duplication of fees.

preliminary report; and (20) corresponded and conferred regarding asset analysis and recovery issues.

Fees: \$49,685.00; Hours: 72.40

B. Asset Disposition

12. This category relates to work regarding sales and other asset disposition issues. During the First Compensation Period, the Firm, among other things: (1) attended to issues regarding a continuance request related to sales procedures motion; (2) reviewed and analyzed the United States Trustee objection to bid procedures motion; (3) performed work regarding objections to a sale motion and a bid procedures motion; (4) reviewed and analyzed issues regarding forfeiture and asset disposition of personal property; (5) responded to inquiries from potential purchasers; (6) reviewed and analyzed issues regarding vehicle sales; (7) reviewed and analyzed a vehicle sale motion; (8) reviewed and analyzed a draft Asset Purchase Agreement related to Fairfield; (9) attended to issues regarding an adjournment of sale motion hearing; (10) reviewed and analyzed break-up fee issues; (11) reviewed and analyzed release issues; (12) reviewed and analyzed accounts receivable issues; (13) reviewed and analyzed anti-trust claim issues; (14) reviewed and analyzed a sale order; and (15) corresponded and conferred regarding asset disposition issues.

Fees: \$21,420.00; Hours: 30.60

C. Bankruptcy Litigation

13. This category relates to work regarding motions or adversary proceedings in the Bankruptcy Court. During the First Compensation Period, the Firm, among other things:

(1) performed work regarding continuance requests; (2) prepared for and attended Omnibus hearings on April 10 and 17, 2020; (3) performed work regarding a notice of appearance; (4) performed work regarding a *pro hac vice* motion; (5) reviewed and analyzed Key Employee Incentive Program (“KEIP”) and Key Employee Retention Program issues (“KERP”); (6) performed work regarding document requests to the Debtor and the Bank; (7) reviewed and analyzed enforcement issues; (8) reviewed and analyzed a rebate motion and tax and insurance orders; (9) reviewed and analyzed issues regarding settlement with USA Bank; (10) attended to issues regarding a data room, and reviewed and analyzed documents; (11) reviewed and analyzed the Specialty RX settlement; (12) reviewed and analyzed issues regarding documents requested and produced; (13) reviewed and analyzed accounts receivable issues; (14) performed work regarding accounts receivable settlements and settlement agreements; (15) performed work regarding the Specialty RX settlement agreement; (16) reviewed and analyzed supplement document production from the Debtor; and (17) corresponded and conferred regarding bankruptcy litigation issues.

Fees: \$34,327.50; Hours: 49.70

D. Case Administration

14. This category relates to work regarding administration of this case.

During the First Compensation Period, the Firm, among other things, maintained a critical dates memorandum, and corresponded and conferred regarding case administration issues.

Fees: \$3,677.50; Hours: 7.10

E. Claims Administration and Objections

15. This category relates to work regarding claims administration and claims objections. During the First Compensation Period, the Firm, among other things: (1) reviewed and analyzed a bar date motion; (2) reviewed and analyzed a draft claim form; (3) reviewed and analyzed the United States Trustee objection to bar date motion and performed work regarding a reply; (4) performed work regarding a bar date order; (5) reviewed and analyzed a brief by Private Insurance Plaintiffs regarding class claim; (6) reviewed and analyzed class action documents; (7) reviewed and analyzed the Private Insurance Plaintiffs' motion for leave to file class claim and performed work regarding an opposition to such motion; (8) performed work regarding accounts payable issues; (9) reviewed and analyzed municipal claims and a settlement proposal relating to municipalities; (10) attended to issues regarding the New York Attorney Generals claim; (11) performed work regarding a class claim stipulation; and (12) corresponded and conferred regarding claim issues.

Fees: \$31,332.50; Hours: 45.00

F. Compensation of Professionals

16. This category relates to issues regarding the compensation of the Firm. During the First Compensation Period, the Firm, among other things: (1) performed work regarding monthly fee statements; (2) reviewed and analyzed the Debtor's Ordinary Course Professionals motion; and (3) corresponded and conferred regarding compensation issues.

Fees: \$4,837.50; Hours: 7.50

G. Employee Benefits and Pensions

17. This category relates to work regarding employee benefit plans and pensions, and other employee issues. During the First Compensation Period, the Firm, among other things: (1) reviewed and analyzed a KEIP/KERP motion; (2) reviewed and analyzed the United States Trustee objection to KEIP/KERP motion; (3) drafted an objection to the KEIP/KERP motion; (4) reviewed and analyzed a wage order; (5) reviewed and analyzed new KEIP/KERP pleadings from the Debtor; and (6) corresponded and conferred regarding employee issues.

Fees: \$5,390.00; Hours: 7.70

H. Financing

18. This category relates to issues regarding Debtor in Possession financing and use of cash collateral. During the First Compensation Period, the Firm, among other things: (1) reviewed and analyzed a cash collateral motion and interim order, and drafted an objection to such motion; (2) performed work regarding a cash collateral order; (3) reviewed and analyzed the United States Trustee's comments and the Debtor's responses regarding cash collateral issues; (4) reviewed and analyzed a cash management order; (5) performed work regarding a document request to M&T; (6) reviewed and analyzed loan documents; (7) reviewed and analyzed lien perfection issues; (8) reviewed and analyzed UCC search results; (9) attended to challenge deadline issues; (10) reviewed and analyzed cash flow forecast issues; (11) reviewed and analyzed budget issues; and (12) corresponded and conferred regarding financing issues.

Fees: \$26,712.50; Hours: 39.20

I. General Creditors Committee

19. This category relates to general Committee issues. During the First Compensation Period, the Firm, among other things: (1) reviewed and analyzed asset sales and liquidation issues; (2) performed work regarding Committee bylaws; (3) prepared for and participated in conferences with the Committee regarding case issues; (4) prepared memorandum to the Committee regarding case issues, including KEIP, financing, and retention applications; (5) attended to case strategy issues; (6) performed work regarding a global settlement; (7) reviewed and analyzed potential recusal and conflicts issues; (8) performed work regarding a non-disclosure agreement related to anti-trust litigation; and (9) conferred and corresponded regarding general Committee issues.

Fees: \$34,682.50; Hours: 49.60

J. Hearing

20. This category relates to hearing issues. During the First Compensation Period, the Firm, among other things: (1) prepared for and attended hearings on April 27, 2020 and May 15, 2020; (2) prepared for and attended hearings on June 12, 2020 regarding a bar date motion, and on June 19, 2020 regarding the bid procedures motion in the Fairfield matter; and (3) corresponded regarding hearing issues.

Fees: \$2,940.00; Hours: 4.20

K. Insurance Coverage

21. This category relates to insurance coverage issues. During the First Compensation Period, the Firm, among other things: (1) reviewed and analyzed issues regarding

tail insurance and primary and excess policies; (2) reviewed and analyzed insurance coverage issues; (3) reviewed and analyzed policies regarding exclusions and exceptions to coverage, including fraudulent transfer issues; (4) reviewed and analyzed an insurance ruling regarding Hiscox; and (5) corresponded and conferred regarding insurance issues.

Fees: \$8,890.00; Hours: 12.70

L. Litigation (Non-Bankruptcy)

22. This category relates to litigation issues in courts other than the Bankruptcy Court. During the First Compensation Period, the Firm, among other things, reviewed and analyzed anti-trust litigation issues.

Fees: \$1,470.00; Hours: 2.10

M. Meeting of Creditors

23. This category relates to meeting of creditors issues. During the First Compensation Period, the Firm, among other things, prepared for and attended a Section 341 Meeting of Creditors on April 16, 2020.

Fees: \$1,427.50; Hours: 2.20

N. Plan and Disclosure Statement

24. This category relates to issues regarding a Plan of Reorganization (“Plan”) and Disclosure Statement. During the First Compensation Period, the Firm, among other things: (1) reviewed and analyzed a settlement proposal including review of a draft term sheet; (2) reviewed and analyzed waterfall issues; (3) performed work regarding a counter proposal to M&T and the United States Government; (4) reviewed and analyzed a forecast by the Debtor;

(5) performed work regarding a revised term sheet; (6) performed work regarding negotiations with the Debtor, M&T and the United States Government; (7) reviewed and analyzed the M&T response to term sheet counter-offer and performed work regarding a reply; (8) performed work regarding a global settlement agreement; (9) performed work regarding a motion for approval of the global settlement agreement; (10) reviewed and analyzed release issues; (11) reviewed and analyzed liquidation trust issues; (12) reviewed and analyzed Plan and Disclosure Statement issues; (13) performed work regarding a Plan and Disclosure Statement; (14) reviewed and analyzed comments to the Plan and revised the Plan and Disclosure Statement; (15) performed work regarding selection of a Liquidation Trustee; and (16) conferred and corresponded regarding Plan and Disclosure Statement issues.

Fees: \$100,210.00; Hours: 143.20

O. PSZ&J Retention

25. This category relates to issues regarding retention of the Firm. During the First Compensation Period, the Firm, among other things, performed work regarding a supplemental declaration and its retention order.

Fees: \$552.50; Hours: 1.30

P. Retention of Professionals

26. This category relates to issues regarding retention of the Firm. During the First Compensation Period, the Firm, among other things: (1) performed work regarding the Firm's retention application and related order; (2) performed work regarding an objection to application of United States Trustee Large Case Guidelines to this case; (3) performed work

regarding an objection to the Debtor's Ordinary Course Professionals motion; (4) performed work regarding the GlassRatner retention application; and (5) corresponded and conferred regarding retention issues.

Fees: \$17,510.00; Hours: 26.30

Q. Retention of Professionals--Others

27. This category relates to issues regarding the retention of professionals, other than the Firm. During the First Compensation Period, the Firm, among other things: (1) performed work regarding the GlassRatner retention application; (2) reviewed and analyzed the Debtor's Ordinary Course Professionals motion; and (3) corresponded and conferred regarding retention issues.

Fees: \$2,590.00; Hours: 3.70

R. Stay Litigation

28. This category relates to work regarding the automatic stay and relief from stay motions. During the First Compensation Period, the Firm, among other things: (1) reviewed and analyzed setoff issues; (2) reviewed and analyzed the Merck, Mead and Novartis relief from stay motions and performed work regarding objections to such motions; and (3) corresponded and conferred regarding stay litigation issues.

Fees: \$50,082.50; Hours: 71.90

29. The above-referenced description of services is not intended to be exhaustive of the scope of PSJ's services rendered on behalf of the Committee. A full accounting of all services rendered on behalf of the Committee during the First Compensation

Period is contained in related time records attached to the notices of invoices, attached hereto as Exhibits A to C.

30. As contained in the time records attached to the notices of invoices, PSZJ has expended a total of 576.40 hours during the First Compensation Period representing the Committee in this case. The value of the services rendered to the Committee by PSZJ is \$397,737.50 and PSZJ has incurred actual and necessary out-of-pocket expenses in the amount of \$1,366.08 during the First Compensation Period in connection with such professional services.

III. RELIEF REQUESTED

31. By this application, PSZJ requests entry of an order, substantially in the form attached as Exhibit D: (a) allowing, on an interim basis, \$397,737.50 as compensation for professional services rendered and \$1,366.08 as reimbursement of actual and necessary out-of-pocket expenses incurred during the First Compensation Period in connection with such professional services, and (b) directing the Debtor to pay PSZJ the amount of \$176,268.37 for the total unpaid portion of the First Compensation Period.

Professional Services Rendered During First Compensation Period

32. The value of the professional services rendered to the Committee during the First Compensation Period has been billed at rates normally charged by PSZJ for comparable services performed for other clients, subject to a \$700/hour cap. The requested fees in the amount of \$397,737.50 are reasonable under the circumstances, and reflect the expertise of counsel in representing the Committee in this case.

33. PSZJ has attempted to avoid any duplication of services by its professionals in rendering services. When more than one professional participated in any conference or hearing, such joint participation was necessary because of the complexity of the legal issues involved, the various legal disciplines required, or the need to familiarize the professional with such matters so that he or she could independently perform further essential services in connection with this case.

34. Each entry itemized in PSZJ's time records includes (a) use of a project category (each a "Project Category"), (b) a description of each activity or service that an individual performed, and (c) the number of hours (in increments of one-tenth of an hour) spent by an individual performing the activity or providing service. Attached as Exhibit E is a list of the aggregate recorded hours, blended rate and fees incurred for each Project Category.

Actual and Necessary Expenses Incurred During First Compensation Period

35. During the First Compensation Period, PSZJ has incurred actual and necessary out-of-pocket expenses in the total amount of \$1,366.08.

36. PSZJ seeks reimbursement for, among other things, the following types of expenses: (a) copy expenses; (b) conference calls; (c) online research; (d) delivery services and couriers; (e) postage; (f) trial transcript costs; and (g) miscellaneous expenses. Below is a summary of the actual and necessary out-of-pocket expenses incurred on behalf of the Committee during the First Compensation Period:

| EXPENSE CATEGORY | AMOUNT |
|------------------|----------|
| Copy Expense | \$473.75 |
| Conference Call | \$455.11 |
| Online Research | \$251.50 |

| | |
|----------------------|-------------------|
| Lexis-Nexis Research | \$146.77 |
| PACER Research | \$52.50 |
| CourtLink | \$52.23 |
| Postage | \$ 44.22 |
| Transcript | \$141.50 |
| Total: | \$1,366.08 |

All expense entries detailed in PSZJ's time records include an itemization of the expenses by category, the date the expense was incurred, and the amount of the expense. The requested expenses are of the kind customarily charged by PSZJ for similar items in other similar matters. All expenses were incurred on behalf of the Committee, and all expenses paid to outside vendors were billed in this case by PSZJ at the rate charged to PSZJ.

IV. GROUND FOR GRANTING RELIEF REQUESTED

37. All of the services for which compensation is requested by PSZJ were performed for, or on behalf of, the Committee, and not on behalf of the Debtor, any creditor, examiner, trustee or any other entity. In addition, PSZJ has not entered into any agreements to fix fees or share compensation as prohibited by 18 U.S.C. § 155 and 11 U.S.C. § 504.

38. This interim application is made at this time due to the substantial amount of time devoted on behalf of the Committee during the First Compensation Period and the impact that the expenditure of such an amount of time without further compensation will have upon PSZJ finances if compensation were delayed to a later time. Thus, Applicant respectfully submits that, pursuant to Local Rule 2016-1 and the Interim Compensation Order, Applicant should not be required to await the conclusion of this case to request the relief sought in this interim fee application.

39. As this Application demonstrates, the services that PSZJ has rendered on behalf of the Committee have been beneficial to the Committee and the Debtor's estate in that the services have been utilized to assist the Committee with those matters outlined above.

40. The attorneys primarily responsible for representing the Committee in connection with this case, James I. Stang and Ilan D. Scarf, have extensive experience in representing creditors' committees, and in cases similar to this one.

41. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code that govern the Court's award of such compensation. See 11 U.S.C. § 331. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1)(A)-(B). Section 330 of the Bankruptcy Code also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

42. PSZJ has reviewed the requirements of each of the foregoing and believes that this application is in compliance with such requirements, as applicable.

43. In addition to the foregoing specified services, PSZJ believes that it has performed further services which are not reflected in the time records. It is impossible to record the detail of each letter, telephone call, conference time or research. Many such hours have been performed to date, but PSZJ is not requesting compensation for them. Further, as set forth above, PSZJ has capped its hourly rate.

44. All services for which PSZJ seeks compensation, and expenses for which it seeks reimbursement, were performed on behalf of the Committee and were necessary and beneficial to the Committee. PSZJ worked diligently to anticipate or respond to the Committee's needs and assist in the navigation of this very complex chapter 11 case. The compensation requested herein is reasonable in light of the nature, extent, and value of such services rendered to the Committee.

45. In connection with the matters covered by this application, PSZJ received no payment and no promises of payment for services rendered, or to be rendered, from any source other than the Debtor's bankruptcy estate. There is no agreement or understanding between PSZJ and any other person, other than members of the firm, for the sharing of compensation received for services rendered in this case.

V. Valuation of Services

46. Attorneys and paraprofessionals of PSZ&J expended a total 576.40 hours in connection with their representation of the Committee during the First Compensation Period, as follows:

| Name of Professional Individual | Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise | Hourly Billing Rate (including Changes) (Rates capped at \$700/hour) | Total Hours Billed | Total Compensation |
|---------------------------------|--|--|--------------------|--------------------|
| James I. Stang | Partner 1983; Member of CA Bar since 1980 | \$700.00 | 9.70 | \$ 6,790.00 |
| Iain A.W. Nasatir | Partner 1999; Member of NY Bar since 1983 Member of CA Bar since 1990 | \$700.00 | 5.30 | \$ 3,710.00 |
| Maxim B. Litvak | Partner 2004; Member of TX Bar since 1997; Member of CA Bar since 2001 | \$700.00 | 5.80 | \$ 4,060.00 |
| Nina L. Hong | Partner 2006; Member of CA Bar since 1996 | \$700.00 | 2.60 | \$ 1,820.00 |
| Ilan D. Scharf | Partner 2010; Member of NY Bar since 2002 | \$700.00 | 161.80 | \$113,260.00 |
| Richard E. Mikels | Partner 2016; Member of MA Bar since 1972; Member of NY Bar since 2015 | \$700.00 | 19.80 | \$ 13,860.00 |
| Jason S. Pomerantz | Partner 2019; Member of CA Bar since 1991 | \$700.00 | 220.30 | \$154,210.00 |
| William L. Ramseyer | Of Counsel 1989; Member of CA Bar since 1980 | \$700.00 | 2.80 | \$ 1,960.00 |
| Gina F. Brandt | Of Counsel 2000; Member of CA Bar since 1976 | \$700.00 | 2.20 | \$ 1,540.00 |
| Richard J. Gruber | Of Counsel 2008; Member of CA Bar since 1982 | \$700.00 | 2.20 | \$ 1,540.00 |
| Gail S. Greenwood | Of Counsel 2009; Member of CA Bar since 1994 | \$700.00 | 86.00 | \$ 60,200.00 |
| Cia H. Mackle | Of Counsel 2007; Member of FL Bar since 2006 | \$675.00 | 24.40 | \$ 16,470.00 |

| Name of Professional Individual | Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise | Hourly Billing Rate (including Changes) (Rates capped at \$700/hour) | Total Hours Billed | Total Compensation |
|---------------------------------|--|--|--------------------|--------------------|
| Steven W. Golden | Associate 2016; Member of NY and MD Bars since 2015; Member of TX Bar since 2016 | \$625.00 | 20.40 | \$ 12,750.00 |
| Beth D. Dassa | Paralegal 2006 | \$425.00 | 0.10 | \$ 42.50 |
| La Asia Canty | Paralegal 2017 | \$425.00 | 13.00 | \$ 5,525.00 |

Grand Total: \$397,737.50

Total Hours: 576.40

Blended Rate: \$690.04

47. To the extent time or disbursement charges for services rendered or expenses incurred relate to the First Compensation Period but were not processed prior to the preparation of this application or PSZJ has for any other reason not yet sought compensation or reimbursement of expenses herein with respect to any services rendered or expenses incurred during the First Compensation Period, PSZJ reserves the right to request compensation for such services and reimbursement of such expenses in a future application.

48. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZ&J is fair and reasonable given (a) the complexity of the case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, PSZ&J has reviewed the requirements of Local Rule 2016-1 and the Interim Compensation Order entered May 26, 2020 and believes that this Application complies with such Rule and Order.

VI. NOTICE

49. Notice of this application is being given to (a) the Debtor, (b) the Debtor's counsel, (c) the U.S. Trustee, and (d) those parties who have appeared in this case or have requested notice pursuant to Bankruptcy Rule 2002.

WHEREFORE, PSZJ respectfully requests the Court enter an order, substantially in the form attached as Exhibit D: (i) allowing, on an interim basis, \$397,737.50 as compensation for professional services rendered and \$1,366.08 as reimbursement of actual and necessary out-of-pocket expenses incurred during the First Compensation Period in connection with such professional services; (ii) directing the Debtor to pay PSZJ the amount of \$176,268.37 for the unpaid amounts incurred during the First Compensation Period; (iii) allowing such compensation for professional services rendered and reimbursement of actual and necessary out-of-pocket expenses incurred without prejudice to PSZJ's right to seek additional compensation for services performed and expenses incurred during the First Compensation Period, which were not processed at the time of this application; and (iv) granting PSZJ all other just and proper relief.

Date: September 17, 2020

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Ilan D. Scharf

James I. Stang (admitted *pro hac vice*)
Ilan D. Scharf
780 Third Avenue, 34th Floor
New York, NY 10017
Telephone: (212) 561-7700
Facsimile: (212) 561-7777
Email: jstang@pszjlaw.com
 ischarf@pszjlaw.com

Counsel to the Official Committee of Unsecured Creditors

VERIFICATION

STATE OF NEW YORK :
:
COUNTY OF NEW YORK :

Ilan D. Scharf, after being duly sworn according to law, deposes and says:

- a) I am a partner with the applicant law firm Pachulski Stang Ziehl & Jones LLP, and have been admitted to appear before this Court.
- b) I am familiar with the work performed on behalf of the Committee by the lawyers and paraprofessionals of PSZ&J.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Local Rule 2016-1 and the Interim Compensation Order entered May 26, 2020 and believe that this Application substantially complies with such Rule and Order.
- d) [Local Rule 2016-1(A)] This interim application is made at this time due to the substantial amount of time devoted on behalf of the Committee during the First Compensation Period and the impact that the expenditure of such an amount of time without further compensation will have upon PSZJ finances if compensation were delayed to a later time. Thus, Applicant respectfully submits that, pursuant to Local Rule 2016-1 and the Interim Compensation Order, Applicant should not be required to await the conclusion of this case to request the relief sought in this interim fee application.

/s/ Ilan D. Scharf
Ilan D. Scharf

EXHIBIT A
(First Monthly Fee Statement)

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:) Chapter 11
)
ROCHESTER DRUG CO-OPERATIVE, INC.,) Case No. 20-20230
)
Debtor.)
)

NOTICE OF FILING

PLEASE TAKE NOTICE that, in accordance with the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement for Expenses for Professionals and Members of Official Committees [Docket No. 333], Pachulski Stang Ziehl & Jones LLP has filed the *Combined First Monthly Fee Statement of Pachulski Stang Ziehl & Jones, LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for Rochester Drug Co-Operative, Inc. for the Period April 9, 2020 Through May 31, 2020*, a copy of which is attached hereto and hereby served upon you.

Date: July 8, 2020

PACHULSKI STANG ZIEHL & JONES LLP

/s/Ilan D. Scharf

James I. Stang (*pro hac vice*)
Ilan D. Scharf
780 Third Avenue, 34th Floor
New York, NY 10017
Telephone: (212) 561-7700
Facsimile: (212) 561-7777
Email: jstang@pszjlaw.com
ischarf@pszjlaw.com

Counsel to the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

| | | |
|------------------------------------|---|-------------------|
| In re: |) | Chapter 11 |
| |) | |
| ROCHESTER DRUG CO-OPERATIVE, INC., |) | Case No. 20-20230 |
| |) | |
| Debtor. |) | |
| |) | |

**COMBINED FIRST MONTHLY FEE STATEMENT OF PACHULSKI STANG
ZIEHL & JONES LLP FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR ROCHESTER DRUG CO-
OPERATIVE, INC. FOR THE PERIOD APRIL 9, 2020 THROUGH MAY 31, 2020**

Name of Applicant: Pachulski Stang Ziehl & Jones LLP

Authorized to Provide Professional
Services to: The Official Committee of Unsecured Creditors
of Rochester Drug Co-Operative, Inc.

Date of Retention: Order Entered June 17, 2020 [Docket No. 409]
Employment Effective as of April 9, 2020

Period for which compensation and
Reimbursement is sought: April 9, 2020 through May 31, 2020

Amount of compensation sought
as well as actual, reasonable and
necessary: 80% of \$136,667.50 (\$109,334.00)

Amount of expense reimbursement sought
as actual, reasonable and necessary: \$610.34

This is a X monthly quarterly final application
This is the first monthly fee statement by Pachulski Stang Ziehl & Jones LLP in this case.

Pachulski Stang Ziehl & Jones LLP

780 Third Avenue
34th Floor
New York, NY 10017

May 31, 2020
IDS
Invoice 125170
Client 75015
Matter 00002
IDS

IDS

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 05/31/2020

| | |
|------------------------------|---------------------|
| FEES | \$136,667.50 |
| EXPENSES | \$610.34 |
| TOTAL CURRENT CHARGES | \$137,277.84 |
| TOTAL BALANCE DUE | \$137,277.84 |

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 - 00002

Page: 2
Invoice 125170
May 31, 2020

Summary of Services by Professional

| <u>ID</u> | <u>Name</u> | <u>Title</u> | <u>Rate</u> | <u>Hours</u> | <u>Amount</u> |
|-----------|---------------------|--------------|-------------|--------------|---------------|
| CHM | Mackle, Cia H. | Counsel | 675.00 | 19.10 | \$12,892.50 |
| IDS | Scharf, Ilan D. | Partner | 700.00 | 85.40 | \$59,780.00 |
| JIS | Stang, James I. | Partner | 700.00 | 9.20 | \$6,440.00 |
| JSP | Pomerantz, Jason S. | Partner | 700.00 | 55.90 | \$39,130.00 |
| LSC | Canty, La Asia S. | Paralegal | 425.00 | 3.80 | \$1,615.00 |
| MBL | Litvak, Maxim B. | Partner | 700.00 | 5.80 | \$4,060.00 |
| SWG | Golden, Steven W. | Associate | 625.00 | 20.40 | \$12,750.00 |
| | | | | 199.60 | \$136,667.50 |

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 - 00002

Page: 3
Invoice 125170
May 31, 2020

Summary of Services by Task Code

| <u>Task Code</u> | <u>Description</u> | <u>Hours</u> | <u>Amount</u> |
|------------------|--------------------------------|--------------|---------------|
| AA | Asset Analysis/Recovery[B120] | 48.90 | \$33,235.00 |
| AD | Asset Disposition [B130] | 16.10 | \$11,270.00 |
| BL | Bankruptcy Litigation [L430] | 13.60 | \$9,057.50 |
| CA | Case Administration [B110] | 1.80 | \$765.00 |
| CO | Claims Admin/Objections[B310] | 3.90 | \$2,730.00 |
| EB | Employee Benefit/Pension-B220 | 5.80 | \$4,060.00 |
| FN | Financing [B230] | 37.40 | \$25,452.50 |
| GC | General Creditors Comm. [B150] | 23.60 | \$16,482.50 |
| HE | Hearing | 3.00 | \$2,100.00 |
| MC | Meeting of Creditors [B150] | 2.20 | \$1,427.50 |
| PD | Plan & Disclosure Stmt. [B320] | 31.40 | \$21,977.50 |
| RP | Retention of Prof. [B160] | 8.20 | \$5,520.00 |
| RPO | Ret. of Prof./Other | 3.70 | \$2,590.00 |
| | | 199.60 | \$136,667.50 |

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 - 00002

Page: 4
Invoice 125170
May 31, 2020

Summary of Expenses

| <u>Description</u> | <u>Amount</u> |
|-----------------------------|----------------|
| Conference Call [E105] | \$89.64 |
| Reproduction Expense [E101] | \$370.50 |
| Reproduction/ Scan Copy | \$8.70 |
| Transcript [E116] | \$141.50 |
| | <hr/> \$610.34 |

| | | | | Hours | Rate | Amount |
|--------------------------------------|-----|----|---|-------|--------|------------|
| Asset Analysis/Recovery[B120] | | | | | | |
| 04/17/2020 | IDS | AA | Telephone call with J. Pomerantz regarding preference analysis. | 0.10 | 700.00 | \$70.00 |
| 04/20/2020 | JSP | AA | Conference call with T. Buck, D. Greenblatt and W. Weitz regarding preference analysis | 0.70 | 700.00 | \$490.00 |
| 04/21/2020 | JSP | AA | Confer with T. Buck and others from GlassRatner regarding preference data | 0.20 | 700.00 | \$140.00 |
| 04/21/2020 | IDS | AA | Telephone conference with Jason S. Pomerantz regarding preference analysis | 0.20 | 700.00 | \$140.00 |
| 04/21/2020 | JIS | AA | Call with M&T regarding forfeiture issues (.4) and follow up call with Ilan Scharf (.1). | 0.50 | 700.00 | \$350.00 |
| 04/21/2020 | IDS | AA | Call with Debtor and Bank counsel regarding asset sales forfeiture | 0.50 | 700.00 | \$350.00 |
| 04/21/2020 | IDS | AA | Email to S. Golden regarding forfeiture | 0.20 | 700.00 | \$140.00 |
| 04/22/2020 | SWG | AA | Research re: asset forfeiture. | 1.90 | 625.00 | \$1,187.50 |
| 04/22/2020 | IDS | AA | Telephone conference with T. Buck regarding asset sales forfeiture. | 0.30 | 700.00 | \$210.00 |
| 04/23/2020 | SWG | AA | Research re: asset forfeiture issues. | 2.40 | 625.00 | \$1,500.00 |
| 04/27/2020 | JSP | AA | Review correspondence and attachments concerning data and analysis for potential chapter 5 causes of action | 0.70 | 700.00 | \$490.00 |
| 04/27/2020 | JIS | AA | Follow up call with Ilan Scharf re forfeiture issues. | 0.30 | 700.00 | \$210.00 |
| 04/28/2020 | JSP | AA | Prepare for conference call regarding data/analysis for preferences/fraudulent transfers | 0.80 | 700.00 | \$560.00 |
| 04/28/2020 | JSP | AA | Participate on call with GlassRatner team regarding preference/fraudulent transfer analysis | 0.40 | 700.00 | \$280.00 |
| 04/28/2020 | JSP | AA | Correspondence to GlassRatner team regarding preference analysis | 0.40 | 700.00 | \$280.00 |
| 04/29/2020 | IDS | AA | Telephone conference with Debtor's collection counsel | 0.80 | 700.00 | \$560.00 |
| 05/03/2020 | CHM | AA | Legal research re co-op structure and fiduciary duties re co-op. | 3.60 | 675.00 | \$2,430.00 |
| 05/03/2020 | CHM | AA | Draft email memorandum to I. Scharf re fiduciary duties re cooperative. | 0.80 | 675.00 | \$540.00 |
| 05/04/2020 | IDS | AA | Review and analyze Cia Mackle email memo regarding UFTA ,clawback. | 0.80 | 700.00 | \$560.00 |
| 05/06/2020 | IDS | AA | Review legal research regarding dividend recovery. | 1.20 | 700.00 | \$840.00 |
| 05/15/2020 | JSP | AA | Prepare for (.3) and confer with (.3) T. Buck | 0.60 | 700.00 | \$420.00 |

| | | | | Hours | Rate | Amount |
|------------|-----|----|---|-------|--------|------------|
| | | | regarding data request for preference and other potentials claims | | | |
| 05/19/2020 | JSP | AA | Draft diligence list of information/documentation to obtain from RDC | 2.80 | 700.00 | \$1,960.00 |
| 05/19/2020 | IDS | AA | Telephone call with Jason Pomerantz regarding due diligence to debtor. | 0.20 | 700.00 | \$140.00 |
| 05/19/2020 | LSC | AA | Prepare draft of preliminary document requests to Debtor and confer and correspond with J. Pomerantz regarding the same. | 0.80 | 425.00 | \$340.00 |
| 05/20/2020 | JSP | AA | Review and revise due diligence list for documents/information to analyze potential claims | 1.60 | 700.00 | \$1,120.00 |
| 05/20/2020 | IDS | AA | Review text from T.Buck regarding M&T loan. | 0.10 | 700.00 | \$70.00 |
| 05/20/2020 | IDS | AA | Revise due diligence list. | 0.40 | 700.00 | \$280.00 |
| 05/20/2020 | LSC | AA | Update UCC document requests. | 0.20 | 425.00 | \$85.00 |
| 05/21/2020 | IDS | AA | Review research and pleadings regarding forfeiture. | 0.80 | 700.00 | \$560.00 |
| 05/21/2020 | IDS | AA | Review research regarding government claim priority. | 0.70 | 700.00 | \$490.00 |
| 05/21/2020 | IDS | AA | Telephone call with Jason Pomerantz regarding forfeiture. | 0.30 | 700.00 | \$210.00 |
| 05/21/2020 | CHM | AA | Email I. Scharf re forfeiture research. | 0.10 | 675.00 | \$67.50 |
| 05/22/2020 | JSP | AA | Revise draft due diligence list in connection with documents and information for analysis of D&O and other potential claims | 1.80 | 700.00 | \$1,260.00 |
| 05/22/2020 | IDS | AA | Telephone conference with C. Mackle, J. Pomerantz regarding forfeiture. | 0.30 | 700.00 | \$210.00 |
| 05/22/2020 | IDS | AA | Follow up review of research regarding forfeiture. | 1.80 | 700.00 | \$1,260.00 |
| 05/22/2020 | CHM | AA | Begin review of forfeiture documents and caselaw. | 3.30 | 675.00 | \$2,227.50 |
| 05/22/2020 | CHM | AA | Telephone conference with I. Scharf and J. Pomerantz re forfeiture research. | 0.30 | 675.00 | \$202.50 |
| 05/22/2020 | JSP | AA | Analysis regarding forfeiture issues raised by Govt | 0.80 | 700.00 | \$560.00 |
| 05/23/2020 | JSP | AA | Notes regarding due diligence list/company | 0.90 | 700.00 | \$630.00 |
| 05/23/2020 | JSP | AA | Correspondence regarding due diligence list/company | 0.10 | 700.00 | \$70.00 |
| 05/23/2020 | CHM | AA | Detailed review of Deferred Prosecution Agreement and related documents. | 2.30 | 675.00 | \$1,552.50 |
| 05/24/2020 | CHM | AA | Begin drafting memo re forfeiture issues. | 2.40 | 675.00 | \$1,620.00 |
| 05/24/2020 | CHM | AA | Continue legal research re forfeiture for memo re same. | 2.50 | 675.00 | \$1,687.50 |

| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|---|--------------|-------------|--------------------|
| 05/24/2020 | JSP | AA | Analysis regarding forfeiture claim by the government | 0.90 | 700.00 | \$630.00 |
| 05/25/2020 | IDS | AA | Review Cia Mackle memo regarding forfeiture. | 0.50 | 700.00 | \$350.00 |
| 05/25/2020 | IDS | AA | Review criminal settlement, DPA and criminal information. | 1.70 | 700.00 | \$1,190.00 |
| 05/25/2020 | IDS | AA | Review cases cited by Cia Mackle memo regarding forfeiture. | 0.80 | 700.00 | \$560.00 |
| 05/25/2020 | CHM | AA | Telephone conference with I. Scharf and J. Pomerantz re forfeiture. | 0.60 | 675.00 | \$405.00 |
| 05/25/2020 | JSP | AA | Review forfeiture research/analysis | 2.20 | 700.00 | \$1,540.00 |
| 05/25/2020 | JSP | AA | Call with I. Scharf and C. Mackle regarding forfeiture issues | 0.30 | 700.00 | \$210.00 |
| | | | | 48.90 | | \$33,235.00 |

Asset Disposition [B130]

| | | | | | | |
|------------|-----|----|---|------|--------|----------|
| 04/10/2020 | JIS | AD | Call with Tom Buck (3x) regarding continuance request on sale procedures motion. | 0.50 | 700.00 | \$350.00 |
| 04/13/2020 | IDS | AD | Review UST objection to bid procedures. | 0.50 | 700.00 | \$350.00 |
| 04/13/2020 | IDS | AD | Revise objection to bid procedures. | 0.80 | 700.00 | \$560.00 |
| 04/14/2020 | JIS | AD | Review and revise objection to sale. | 0.90 | 700.00 | \$630.00 |
| 04/14/2020 | IDS | AD | Revise objection to bid procedures. | 1.30 | 700.00 | \$910.00 |
| 04/14/2020 | IDS | AD | Revise objection to bid procedures. | 1.40 | 700.00 | \$980.00 |
| 04/14/2020 | IDS | AD | Telephone call with T. Buck regarding objection to bid procedures. | 0.70 | 700.00 | \$490.00 |
| 04/14/2020 | IDS | AD | Email to James Stang regarding bid procedures. | 0.20 | 700.00 | \$140.00 |
| 04/17/2020 | IDS | AD | Telephone call with James Stang regarding sale hearing. | 0.30 | 700.00 | \$210.00 |
| 04/17/2020 | IDS | AD | Telephone call with Argo regarding interest in AR. | 0.30 | 700.00 | \$210.00 |
| 04/17/2020 | IDS | AD | Telephone call with M.Held regarding interest in assets. | 0.20 | 700.00 | \$140.00 |
| 04/17/2020 | IDS | AD | Telephone call with T.Buck regarding asset sales. | 0.30 | 700.00 | \$210.00 |
| 04/17/2020 | IDS | AD | Call with S. Donato, Hill, James Stang regarding hearing. | 0.30 | 700.00 | \$210.00 |
| 04/20/2020 | JIS | AD | Call with Debtor's counsel regarding forfeiture and asset disposition of personal property. | 1.00 | 700.00 | \$700.00 |
| 04/21/2020 | IDS | AD | Telephone conference with potential A/R purchaser(SK) | 0.40 | 700.00 | \$280.00 |

| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|--|--------------|-------------|--------------------|
| 04/21/2020 | IDS | AD | Telephone conference with James I. Stang regarding asset sales, other case matters | 0.20 | 700.00 | \$140.00 |
| 04/21/2020 | IDS | AD | Email to Glass Ratner team regarding call to discuss asset sales, liquidity | 0.10 | 700.00 | \$70.00 |
| 04/22/2020 | IDS | AD | Telephone conference with Debtor's counsel regarding forfeiture, asset sales. | 1.00 | 700.00 | \$700.00 |
| 04/28/2020 | IDS | AD | Telephone conference with M. Shnezel regarding asset sales | 0.70 | 700.00 | \$490.00 |
| 05/01/2020 | IDS | AD | Email to T.Buck regarding Angen vehicle sales. | 0.20 | 700.00 | \$140.00 |
| 05/01/2020 | IDS | AD | Telephone call with C. Hill regarding sales,Angen, vehicle sales. | 0.40 | 700.00 | \$280.00 |
| 05/04/2020 | IDS | AD | Email to C. Hill regarding potential purchaser. | 0.20 | 700.00 | \$140.00 |
| 05/06/2020 | IDS | AD | Review vehicle sale motion. | 0.30 | 700.00 | \$210.00 |
| 05/07/2020 | IDS | AD | Telephone conference with P. Celano regarding potential asset sale. | 0.80 | 700.00 | \$560.00 |
| 05/07/2020 | IDS | AD | Email to R. Malone regarding asset sales. | 0.20 | 700.00 | \$140.00 |
| 05/13/2020 | IDS | AD | Telephone call with C. Hill regarding asset sales; KEIP, retention. | 0.10 | 700.00 | \$70.00 |
| 05/15/2020 | IDS | AD | Email to C. Hill regarding adjournment of bid pro. | 0.10 | 700.00 | \$70.00 |
| 05/19/2020 | JSP | AD | Begin review of draft APA (Fairfield) | 1.80 | 700.00 | \$1,260.00 |
| 05/21/2020 | JSP | AD | Continue review of draft APA - Fairfield | 0.80 | 700.00 | \$560.00 |
| 05/22/2020 | IDS | AD | Email to C. Hill regarding adjournment of sale motion hearing. | 0.10 | 700.00 | \$70.00 |
| | | | | 16.10 | | \$11,270.00 |

Bankruptcy Litigation [L430]

| | | | | | | |
|------------|-----|----|---|------|--------|----------|
| 04/10/2020 | JIS | BL | Call with S. Donato (2x) re continuance request for sale procedures, employee retention and interim comp. | 0.20 | 700.00 | \$140.00 |
| 04/10/2020 | JIS | BL | Attend hearing regarding sales procedures, employee compensation and interim compensation. | 0.50 | 700.00 | \$350.00 |
| 04/14/2020 | SWG | BL | Draft notice of appearance. | 0.20 | 625.00 | \$125.00 |
| 04/14/2020 | SWG | BL | Draft J. Stang pro hac vice motion. | 0.20 | 625.00 | \$125.00 |
| 04/16/2020 | SWG | BL | Call with Debtor's counsel cash collateral.. | 0.80 | 625.00 | \$500.00 |
| 04/16/2020 | SWG | BL | Call with Debtor's counsel re: claims and cash collateral. | 0.20 | 625.00 | \$125.00 |
| 04/16/2020 | JIS | BL | Call with Debtor's counsel regarding pending | 0.70 | 700.00 | \$490.00 |

| | | | | Hours | Rate | Amount |
|------------|-----|----|--|-------|--------|------------|
| | | | motions and 341 meeting questions. | | | |
| 04/17/2020 | SWG | BL | Call with Debtor's counsel. | 0.30 | 625.00 | \$187.50 |
| 04/17/2020 | SWG | BL | Call with US Trustee re: case matters. | 0.20 | 625.00 | \$125.00 |
| 04/17/2020 | JIS | BL | Call with Debtor to discuss 4.17 hearing agenda (.2); status report to Ilan Scharf on case developments in his absence (.2). | 0.40 | 700.00 | \$280.00 |
| 04/17/2020 | IDS | BL | Attend hearing regarding bid procedures, KEIP/KERP. | 0.40 | 700.00 | \$280.00 |
| 04/17/2020 | IDS | BL | Prepare for hearing regarding bid procedures and KEIP/KERP; review all objections rescue. | 1.50 | 700.00 | \$1,050.00 |
| 04/20/2020 | SWG | BL | Call with Debtors' counsel re enforcement action. | 1.20 | 625.00 | \$750.00 |
| 04/20/2020 | LSC | BL | File notice of appearance. | 0.20 | 425.00 | \$85.00 |
| 04/21/2020 | JSP | BL | Review and comment on Second Document Request to Debtor | 0.90 | 700.00 | \$630.00 |
| 04/21/2020 | JSP | BL | Call with D. Greenblatt regarding Second Document Request to Debtor | 0.10 | 700.00 | \$70.00 |
| 04/21/2020 | SWG | BL | Call with Debtor, Bank, and UCC professionals re: enforcement issues. | 0.50 | 625.00 | \$312.50 |
| 04/22/2020 | IDS | BL | Review rebate motion. | 0.40 | 700.00 | \$280.00 |
| 04/27/2020 | IDS | BL | Review tax order | 0.40 | 700.00 | \$280.00 |
| 04/27/2020 | IDS | BL | Review insurance order | 0.40 | 700.00 | \$280.00 |
| 04/29/2020 | IDS | BL | Review memo and case law cited regarding forfeiture | 1.20 | 700.00 | \$840.00 |
| 04/30/2020 | IDS | BL | Email to D. Greenblatt regarding document request to bank | 0.20 | 700.00 | \$140.00 |
| 05/13/2020 | IDS | BL | Telephone call with C. Hill regarding asset sales; KEIP, retention. | 0.10 | 700.00 | \$70.00 |
| 05/13/2020 | IDS | BL | Telephone call with C. Hill regarding asset sales; KEIP, retention. | 0.10 | 700.00 | \$70.00 |
| 05/15/2020 | IDS | BL | Review revised orders (First days) | 0.80 | 700.00 | \$560.00 |
| 05/25/2020 | IDS | BL | Call with Cia Mackle and J. Pomerantz regarding forfeiture and settlement with USA Bank. | 0.40 | 700.00 | \$280.00 |
| 05/28/2020 | LSC | BL | Preparation of materials for hearing and correspondence regarding the same. | 0.50 | 425.00 | \$212.50 |
| 05/28/2020 | IDS | BL | Email memo to Committee regarding term sheet | 0.60 | 700.00 | \$420.00 |
| | | | | 13.60 | | \$9,057.50 |

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| | | | | Hours | Rate | Amount |
|-----------------------------------|-----|----|--|-------------|--------|-----------------|
| Case Administration [B110] | | | | | | |
| 05/05/2020 | LSC | CA | Prepare critical dates memo and correspondence regarding the same. | 0.80 | 425.00 | \$340.00 |
| 05/18/2020 | LSC | CA | Update critical dates memo; calendar entries and deadlines. | 0.50 | 425.00 | \$212.50 |
| 05/26/2020 | LSC | CA | Update critical dates memo; calendar entries and reminders. | 0.50 | 425.00 | \$212.50 |
| | | | | 1.80 | | \$765.00 |

Claims Admin/Objections[B310]

| | | | | | | |
|------------|-----|----|---|-------------|--------|-------------------|
| 05/05/2020 | IDS | CO | Email to C. Hill regarding bar date. | 0.40 | 700.00 | \$280.00 |
| 05/25/2020 | JSP | CO | Review draft bar date motion | 0.60 | 700.00 | \$420.00 |
| 05/25/2020 | JSP | CO | Comments on draft bar date motion | 0.30 | 700.00 | \$210.00 |
| 05/26/2020 | JSP | CO | Comments/correspondence regarding bar date motion | 0.40 | 700.00 | \$280.00 |
| 05/26/2020 | IDS | CO | Email to C. Hill regarding claim form. | 0.20 | 700.00 | \$140.00 |
| 05/26/2020 | IDS | CO | Review bar date motion (draft) | 0.70 | 700.00 | \$490.00 |
| 05/26/2020 | IDS | CO | Email to C. Hill regarding bar date motion. | 0.30 | 700.00 | \$210.00 |
| 05/26/2020 | IDS | CO | Email with JSP regarding bar date motion. | 0.20 | 700.00 | \$140.00 |
| 05/26/2020 | IDS | CO | Email to Committee regarding bar date motion. | 0.40 | 700.00 | \$280.00 |
| 05/26/2020 | IDS | CO | Review claim form draft. | 0.40 | 700.00 | \$280.00 |
| | | | | 3.90 | | \$2,730.00 |

Employee Benefit/Pension-B220

| | | | | | | |
|------------|-----|----|--|------|--------|------------|
| 04/13/2020 | IDS | EB | Telephone call with James Stang regarding KEIP. | 0.20 | 700.00 | \$140.00 |
| 04/13/2020 | IDS | EB | Telephone call with Alan Kornfeld regarding KEIP | 0.20 | 700.00 | \$140.00 |
| 04/13/2020 | IDS | EB | Review KEIP motion. | 0.40 | 700.00 | \$280.00 |
| 04/13/2020 | IDS | EB | Review UST objection to KEIP. | 0.40 | 700.00 | \$280.00 |
| 04/14/2020 | JIS | EB | Review and revise objection to KERP/KEIP. | 0.50 | 700.00 | \$350.00 |
| 04/14/2020 | IDS | EB | Draft objection to KEIP/KERP motion. | 1.70 | 700.00 | \$1,190.00 |
| 04/14/2020 | IDS | EB | Revise objection to KEIP/KERP | 0.40 | 700.00 | \$280.00 |
| 04/14/2020 | IDS | EB | Review research file regarding KEIPs | 0.70 | 700.00 | \$490.00 |
| 04/27/2020 | IDS | EB | Review revised wage order | 0.60 | 700.00 | \$420.00 |
| 04/29/2020 | IDS | EB | Review KEIP proposal (CEO) | 0.40 | 700.00 | \$280.00 |

| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|--|--------------|-------------|-------------------|
| 04/29/2020 | IDS | EB | Telephone conference with T. Buck regarding CEO KEIP | 0.20 | 700.00 | \$140.00 |
| 05/28/2020 | IDS | EB | Reply to C. Hill email regarding KEIP | 0.10 | 700.00 | \$70.00 |
| | | | | 5.80 | | \$4,060.00 |

Financing [B230]

| | | | | | | |
|------------|-----|----|---|------|--------|------------|
| 04/15/2020 | SWG | FN | Draft objection to cash collateral motion. | 3.50 | 625.00 | \$2,187.50 |
| 04/16/2020 | IDS | FN | Detailed review of cash collateral motion and interim order. | 2.40 | 700.00 | \$1,680.00 |
| 04/16/2020 | SWG | FN | Draft objection to cash collateral motion. | 3.20 | 625.00 | \$2,000.00 |
| 04/17/2020 | IDS | FN | Telephone call with Steven Golden regarding draft objection to cash collateral. | 0.10 | 700.00 | \$70.00 |
| 04/17/2020 | SWG | FN | Continue drafting cash collateral objection. | 1.30 | 625.00 | \$812.50 |
| 04/17/2020 | SWG | FN | Edit final cash collateral order. | 1.70 | 625.00 | \$1,062.50 |
| 04/21/2020 | IDS | FN | Revise cash collateral objection | 2.20 | 700.00 | \$1,540.00 |
| 04/21/2020 | IDS | FN | Email to C. Hill regarding cash collateral | 0.10 | 700.00 | \$70.00 |
| 04/22/2020 | IDS | FN | Review and respond to email from C. Hill regarding broker commission | 0.20 | 700.00 | \$140.00 |
| 04/22/2020 | IDS | FN | Further revision to cash collateral objection. | 0.80 | 700.00 | \$560.00 |
| 04/22/2020 | IDS | FN | Review and revise objection to cash collateral motion. | 1.70 | 700.00 | \$1,190.00 |
| 04/23/2020 | IDS | FN | Draft email memo to committee regarding CC | 1.10 | 700.00 | \$770.00 |
| 04/23/2020 | IDS | FN | Telephone conference with A. Talesnick regarding CC | 1.10 | 700.00 | \$770.00 |
| 04/23/2020 | IDS | FN | Prepare for call with M&T counsel regarding CC order | 0.40 | 700.00 | \$280.00 |
| 04/24/2020 | IDS | FN | Email with A. Talesnick regarding cash collateral | 0.20 | 700.00 | \$140.00 |
| 04/24/2020 | IDS | FN | Revise cash collateral order | 0.20 | 700.00 | \$140.00 |
| 04/24/2020 | IDS | FN | Revise cash collateral order | 1.10 | 700.00 | \$770.00 |
| 04/24/2020 | IDS | FN | Email memo to committee regarding cash collateral | 0.50 | 700.00 | \$350.00 |
| 04/24/2020 | IDS | FN | Email to T. Buck regarding cash collateral | 0.10 | 700.00 | \$70.00 |
| 04/24/2020 | IDS | FN | Telephone conference with T. Buck regarding cash collateral | 0.50 | 700.00 | \$350.00 |
| 04/26/2020 | IDS | FN | Review UST comments and Debtor responses regarding cash collateral | 0.50 | 700.00 | \$350.00 |
| 04/26/2020 | IDS | FN | Review revised CC order | 0.80 | 700.00 | \$560.00 |

| | | | | Hours | Rate | Amount |
|------------|-----|----|--|--------------|--------|--------------------|
| 04/27/2020 | IDS | FN | Review cash management order | 0.50 | 700.00 | \$350.00 |
| 04/27/2020 | IDS | FN | Email to committee regarding cash collateral | 0.50 | 700.00 | \$350.00 |
| 04/27/2020 | IDS | FN | Review final cash collateral order | 0.50 | 700.00 | \$350.00 |
| 04/27/2020 | IDS | FN | Telephone conference with T. Buck regarding cash collateral | 0.20 | 700.00 | \$140.00 |
| 04/27/2020 | IDS | FN | Multiple emails (5x) regarding cash collateral motion with debtor and bank counsel | 0.40 | 700.00 | \$280.00 |
| 04/29/2020 | IDS | FN | Draft document request to M&T (review bank related pleadings regarding same) | 1.10 | 700.00 | \$770.00 |
| 04/30/2020 | IDS | FN | Draft document request to M&T | 0.30 | 700.00 | \$210.00 |
| 04/30/2020 | IDS | FN | Update document request to M&T | 0.40 | 700.00 | \$280.00 |
| 04/30/2020 | IDS | FN | Email to A. Talesnick regarding document request to bank | 0.30 | 700.00 | \$210.00 |
| 05/01/2020 | MBL | FN | Initial review of loan documents; emails with I. Scharf re perfection review. | 0.30 | 700.00 | \$210.00 |
| 05/01/2020 | IDS | FN | Email to M. Litvak regarding bank lien analysis. | 0.20 | 700.00 | \$140.00 |
| 05/01/2020 | IDS | FN | Review credit agreements and related documents (M&T) | 2.50 | 700.00 | \$1,750.00 |
| 05/04/2020 | MBL | FN | Attention to prepetition loan documents and first days. | 0.40 | 700.00 | \$280.00 |
| 05/05/2020 | MBL | FN | Attention to loan documents and pleadings. | 0.20 | 700.00 | \$140.00 |
| 05/07/2020 | MBL | FN | Review loan documents and background pleadings - conduct perfection review. | 4.00 | 700.00 | \$2,800.00 |
| 05/07/2020 | MBL | FN | Draft summary of findings re perfection review. | 0.50 | 700.00 | \$350.00 |
| 05/07/2020 | IDS | FN | Review M. Litvak memo regarding liens, including backup. | 1.00 | 700.00 | \$700.00 |
| 05/08/2020 | MBL | FN | Attention to updated UCC search results; email I. Scharf re same. | 0.20 | 700.00 | \$140.00 |
| 05/10/2020 | MBL | FN | Attention to challenge deadline; draft email to I. Scharf re lien challenge stipulation. | 0.20 | 700.00 | \$140.00 |
| | | | | 37.40 | | \$25,452.50 |

General Creditors Comm. [B150]

| | | | | | | |
|------------|-----|----|---|------|--------|----------|
| 04/13/2020 | IDS | GC | Telephone call with FA team regarding case, asset sales, liquidation. | 1.00 | 700.00 | \$700.00 |
| 04/14/2020 | SWG | GC | Draft Committee bylaws. | 0.30 | 625.00 | \$187.50 |
| 04/15/2020 | JSP | GC | Review pleadings and correspondence in preparation | 1.30 | 700.00 | \$910.00 |

| | | | | Hours | Rate | Amount |
|------------|-----|----|---|-------|--------|------------|
| | | | for Committee call tomorrow | | | |
| 04/16/2020 | SWG | GC | Draft/send email to I. Scharf re: formation matters. | 0.20 | 625.00 | \$125.00 |
| 04/16/2020 | JIS | GC | Call with Committee regarding case status and Glass Ratner report (1.3); telephone call with Tom Buck regarding Glass Ratner report (.3). | 1.60 | 700.00 | \$1,120.00 |
| 04/16/2020 | JSP | GC | Participate on Committee call (left early). | 0.60 | 700.00 | \$420.00 |
| 04/16/2020 | JSP | GC | Review GlasRatner report in conjunction with Committee call | 0.50 | 700.00 | \$350.00 |
| 04/17/2020 | IDS | GC | Telephone call with James Stang regarding committee meetings; case status. | 0.20 | 700.00 | \$140.00 |
| 04/21/2020 | JIS | GC | Call with Glass Ratner on sale process, AR collection, forfeiture process. | 0.50 | 700.00 | \$350.00 |
| 04/21/2020 | IDS | GC | Email to J. Pomerantz regarding committee meeting | 0.10 | 700.00 | \$70.00 |
| 04/22/2020 | IDS | GC | Telephone conference with S. Golden regarding bylaws | 0.40 | 700.00 | \$280.00 |
| 04/22/2020 | JIS | GC | Call with Committee regarding sale of assets, collection of AR. | 0.70 | 700.00 | \$490.00 |
| 04/22/2020 | IDS | GC | Email to committee regarding agenda. | 0.40 | 700.00 | \$280.00 |
| 04/23/2020 | IDS | GC | Email with S. Golden regarding bylaws | 0.20 | 700.00 | \$140.00 |
| 04/29/2020 | IDS | GC | Email to M. Pendley regarding status | 0.20 | 700.00 | \$140.00 |
| 04/30/2020 | IDS | GC | Memo (email) to committee regarding status of various matters, including KEIP, M&T bank, bylaws, retention apps | 1.20 | 700.00 | \$840.00 |
| 05/04/2020 | IDS | GC | Draft agenda for SCC call. | 0.30 | 700.00 | \$210.00 |
| 05/05/2020 | JIS | GC | Call with Ilan Scharf re status of sales, bar date, case issues. | 0.20 | 700.00 | \$140.00 |
| 05/05/2020 | IDS | GC | Email to Committee regarding agenda for committee meeting. | 0.40 | 700.00 | \$280.00 |
| 05/05/2020 | IDS | GC | Email to T. Buck regarding agenda for committee call. | 0.20 | 700.00 | \$140.00 |
| 05/06/2020 | JSP | GC | Review materials in preparation for Committee call | 0.90 | 700.00 | \$630.00 |
| 05/06/2020 | JSP | GC | Participate on Committee call | 0.80 | 700.00 | \$560.00 |
| 05/06/2020 | IDS | GC | Telephone call with T. Buck regarding committee call. | 0.20 | 700.00 | \$140.00 |
| 05/06/2020 | IDS | GC | Attend committee call regarding case issues, asset sales, pending motions, KEIP/ KERP | 1.00 | 700.00 | \$700.00 |
| 05/06/2020 | IDS | GC | Review GR presentation. | 0.40 | 700.00 | \$280.00 |
| 05/08/2020 | IDS | GC | Telephone conference with Badala and Schnieders | 0.40 | 700.00 | \$280.00 |

| | | | | Hours | Rate | Amount |
|------------|-----|----|---|-------|--------|-------------|
| | | | regarding Chapter 11 case objectives. | | | |
| 05/12/2020 | JSP | GC | Confer with S. Christiansen regarding "Stander" claim; review documents in connection with same | 0.30 | 700.00 | \$210.00 |
| 05/13/2020 | IDS | GC | Draft agenda for committee meeting. | 0.20 | 700.00 | \$140.00 |
| 05/13/2020 | IDS | GC | Telephone call with T. Buck regarding committee meeting agenda. | 0.30 | 700.00 | \$210.00 |
| 05/14/2020 | JSP | GC | Prepare for committee call, including review of Glass Ratner materials | 0.60 | 700.00 | \$420.00 |
| 05/14/2020 | JSP | GC | Participate on committee call | 0.50 | 700.00 | \$350.00 |
| 05/14/2020 | IDS | GC | Committee call regarding asset sales AIR collections, hearing status. | 0.70 | 700.00 | \$490.00 |
| 05/14/2020 | IDS | GC | Telephone call with T. Buck regarding committee call. | 0.10 | 700.00 | \$70.00 |
| 05/14/2020 | IDS | GC | Prepare for committee call. | 0.20 | 700.00 | \$140.00 |
| 05/19/2020 | IDS | GC | Telephone call with Napoli firm regarding Rochester Drug Cooperation, investigation, claims. | 0.60 | 700.00 | \$420.00 |
| 05/20/2020 | IDS | GC | Draft agenda for committee call. | 0.20 | 700.00 | \$140.00 |
| 05/21/2020 | IDS | GC | Telephone call with R. Malone regarding case strategy. | 0.30 | 700.00 | \$210.00 |
| 05/21/2020 | IDS | GC | Committee call regarding global settlement asset sales. | 0.70 | 700.00 | \$490.00 |
| 05/21/2020 | JSP | GC | Review documents in preparation for committee meeting | 0.90 | 700.00 | \$630.00 |
| 05/21/2020 | JSP | GC | Attend (telephonically) Committee meeting | 0.70 | 700.00 | \$490.00 |
| 05/22/2020 | IDS | GC | Telephone conference with N. Kajon, S. Meyer regarding case objectives. | 0.40 | 700.00 | \$280.00 |
| 05/27/2020 | IDS | GC | Email to Committee regarding agenda for call. | 0.20 | 700.00 | \$140.00 |
| 05/28/2020 | JSP | GC | Review correspondence/documents in preparation for committee call | 0.50 | 700.00 | \$350.00 |
| 05/28/2020 | JSP | GC | Participate on committee call | 0.80 | 700.00 | \$560.00 |
| 05/28/2020 | IDS | GC | Prepare for committee call | 0.20 | 700.00 | \$140.00 |
| 05/28/2020 | IDS | GC | Attend committee call regarding term sheet, operations, other matters | 1.00 | 700.00 | \$700.00 |
| | | | | 23.60 | | \$16,482.50 |

Hearing

| | | | | | | |
|------------|-----|----|---------------------|------|--------|----------|
| 04/27/2020 | IDS | HE | Prepare for hearing | 0.50 | 700.00 | \$350.00 |
|------------|-----|----|---------------------|------|--------|----------|

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| | | | | Hours | Rate | Amount |
|------------|-----|----|---|-------------|--------|-------------------|
| 04/27/2020 | IDS | HE | Attend telephonic hearing | 0.70 | 700.00 | \$490.00 |
| 04/27/2020 | IDS | HE | Email to committee regarding hearing | 0.20 | 700.00 | \$140.00 |
| 05/15/2020 | IDS | HE | Attend hearing regarding pending motions (Doc #'s 10,12,13,108,370,109,151) | 0.60 | 700.00 | \$420.00 |
| 05/15/2020 | IDS | HE | Prepare for hearing. | 0.20 | 700.00 | \$140.00 |
| 05/28/2020 | JSP | HE | Prepare for KEIP hearing | 0.80 | 700.00 | \$560.00 |
| | | | | 3.00 | | \$2,100.00 |

Meeting of Creditors [B150]

| | | | | | | |
|------------|-----|----|---|-------------|--------|-------------------|
| 04/16/2020 | JIS | MC | Attend 341 meeting. | 0.70 | 700.00 | \$490.00 |
| 04/16/2020 | SWG | MC | Prepare for section 341 meeting. | 0.80 | 625.00 | \$500.00 |
| 04/16/2020 | SWG | MC | Telephonically attend meeting of creditors. | 0.70 | 625.00 | \$437.50 |
| | | | | 2.20 | | \$1,427.50 |

Plan & Disclosure Stmt. [B320]

| | | | | | | |
|------------|-----|----|--|------|--------|------------|
| 05/14/2020 | JSP | PD | Review/analyze M&T settlement proposal | 0.90 | 700.00 | \$630.00 |
| 05/14/2020 | JSP | PD | Telephone conference with T. Buck, D. Greenblatt and others regarding M&T settlement proposal | 0.60 | 700.00 | \$420.00 |
| 05/14/2020 | IDS | PD | Review draft term sheet from bank. | 0.40 | 700.00 | \$280.00 |
| 05/14/2020 | IDS | PD | Email with Donato regarding term sheet. | 0.10 | 700.00 | \$70.00 |
| 05/14/2020 | IDS | PD | Initial analysis of waterfall under term sheet. | 0.30 | 700.00 | \$210.00 |
| 05/14/2020 | IDS | PD | Telephone call with Glass Ratner regarding term sheet. | 0.60 | 700.00 | \$420.00 |
| 05/14/2020 | IDS | PD | Initial review of term sheet from bank. | 0.30 | 700.00 | \$210.00 |
| 05/15/2020 | JSP | PD | Analysis regarding proposed Settlement Term Sheet | 1.90 | 700.00 | \$1,330.00 |
| 05/15/2020 | IDS | PD | Telephone call with T. Burk regarding Waterfall. | 0.20 | 700.00 | \$140.00 |
| 05/15/2020 | IDS | PD | Telephone call with J.Pomerantz regarding proposed waterfall. | 0.20 | 700.00 | \$140.00 |
| 05/17/2020 | IDS | PD | Telephone conference with S. Donato regarding Global settlement term sheet. | 0.20 | 700.00 | \$140.00 |
| 05/18/2020 | JSP | PD | Call with T. Buck and others regarding draft settlement proposal | 0.50 | 700.00 | \$350.00 |
| 05/18/2020 | JSP | PD | Prepare for call with bank/government regarding settlement proposal (including review of analysis from Glass Ratner) | 0.70 | 700.00 | \$490.00 |
| 05/18/2020 | JSP | PD | Conference call with S. Donato and others regarding | 0.40 | 700.00 | \$280.00 |

| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|---|--------------|-------------|---------------|
| | | | settlement proposal | | | |
| 05/18/2020 | JSP | PD | Conference call with M. Schmergel and others regarding settlement proposal | 0.60 | 700.00 | \$420.00 |
| 05/19/2020 | IDS | PD | Telephone call with T. Buck regarding Global settlement term sheet. | 0.40 | 700.00 | \$280.00 |
| 05/19/2020 | IDS | PD | Telephone call with Jason Pomerantz regarding Global settlement offer. | 0.20 | 700.00 | \$140.00 |
| 05/20/2020 | JSP | PD | Further analysis of proposed settlement offer (M&T, Government) | 1.30 | 700.00 | \$910.00 |
| 05/20/2020 | JSP | PD | Review correspondence from T. Buck regarding proposed term sheet | 0.30 | 700.00 | \$210.00 |
| 05/20/2020 | IDS | PD | Telephone call with T. Buck regarding settlement waterfall. | 0.20 | 700.00 | \$140.00 |
| 05/20/2020 | IDS | PD | Review FTI settlement waterfall. | 0.10 | 700.00 | \$70.00 |
| 05/21/2020 | CHM | PD | Telephone conference with J. Pomerantz re research. | 0.10 | 675.00 | \$67.50 |
| 05/21/2020 | JSP | PD | Analysis regarding counter to M&T/Government settlement term sheet proposal | 1.70 | 700.00 | \$1,190.00 |
| 05/22/2020 | IDS | PD | Review revised term sheet from JSP | 0.50 | 700.00 | \$350.00 |
| 05/22/2020 | IDS | PD | Email to JSP regarding Term Sheet. | 0.30 | 700.00 | \$210.00 |
| 05/22/2020 | IDS | PD | Telephone conference with T. Buck, JSP regarding Term Sheet. | 0.40 | 700.00 | \$280.00 |
| 05/22/2020 | IDS | PD | Telephone conference with Donato regarding Term Sheet. | 0.40 | 700.00 | \$280.00 |
| 05/22/2020 | JSP | PD | Calls and correspondence regarding counter-proposal (M&T/USA) | 1.20 | 700.00 | \$840.00 |
| 05/22/2020 | JSP | PD | Work on term sheet counter-proposal - M&T/USA | 2.30 | 700.00 | \$1,610.00 |
| 05/23/2020 | JSP | PD | Work on counter-proposal/term sheet for M&T/Government | 2.90 | 700.00 | \$2,030.00 |
| 05/24/2020 | JSP | PD | Prepare for call regarding counter-proposal - term sheet (M&T/Governmnet) | 1.50 | 700.00 | \$1,050.00 |
| 05/24/2020 | JSP | PD | Confer with T. Buck, I. Scharf, W Weitz and D. Greenblatt regarding counter-proposal | 0.30 | 700.00 | \$210.00 |
| 05/26/2020 | IDS | PD | Email to Debtor's counsel regarding term sheet | 0.10 | 700.00 | \$70.00 |
| 05/26/2020 | IDS | PD | Email to T. Buck regarding Global Term Sheet. | 0.20 | 700.00 | \$140.00 |
| 05/26/2020 | JSP | PD | Participate on call with Debtor's counsel and financial advisors regarding term sheet | 0.70 | 700.00 | \$490.00 |
| 05/26/2020 | JSP | PD | Review extended forecast by Debtor, including notes from T. Buck | 0.40 | 700.00 | \$280.00 |

| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|---|--------------|-------------|--------------------|
| 05/27/2020 | JSP | PD | Analysis regarding term sheet counter-proposal (M&T/Government) | 0.90 | 700.00 | \$630.00 |
| 05/28/2020 | IDS | PD | Revise term sheet | 0.40 | 700.00 | \$280.00 |
| 05/28/2020 | IDS | PD | Telephone conference with T. Buck regarding term sheet | 0.20 | 700.00 | \$140.00 |
| 05/28/2020 | IDS | PD | Telephone conference with J. Pomerantz regarding term sheet | 0.20 | 700.00 | \$140.00 |
| 05/28/2020 | IDS | PD | Telephone conference with Debtor regarding Global settlement | 0.80 | 700.00 | \$560.00 |
| 05/28/2020 | IDS | PD | Email to J. Pomerantz regarding term sheet | 0.20 | 700.00 | \$140.00 |
| 05/28/2020 | JSP | PD | Confer with T. Buck regarding revised term sheet | 0.20 | 700.00 | \$140.00 |
| 05/28/2020 | JSP | PD | Conference call with S. Donato, C. Hill and others regarding term sheet/global settlement | 0.80 | 700.00 | \$560.00 |
| 05/28/2020 | JSP | PD | Work on revised term sheet | 0.60 | 700.00 | \$420.00 |
| 05/29/2020 | JSP | PD | Correspondence to Committee regarding revised draft term sheet response | 0.40 | 700.00 | \$280.00 |
| 05/29/2020 | JSP | PD | Correspondence to debtor's counsel regarding revised draft term sheet | 0.20 | 700.00 | \$140.00 |
| 05/29/2020 | JSP | PD | Analysis regarding issues concerning term sheet counter-proposal | 1.70 | 700.00 | \$1,190.00 |
| 05/31/2020 | JSP | PD | Review updated term sheet proposal | 1.40 | 700.00 | \$980.00 |
| | | | | 31.40 | | \$21,977.50 |

Retention of Prof. [B160]

| | | | | | | |
|------------|-----|----|---|------|--------|----------|
| 04/14/2020 | IDS | RP | Telephone call with Steven Golden regarding retention; conflicts. | 0.20 | 700.00 | \$140.00 |
| 04/15/2020 | SWG | RP | Begin drafting PSZJ retention application. | 0.30 | 625.00 | \$187.50 |
| 04/22/2020 | SWG | RP | Edit PSZJ retention application. | 0.30 | 625.00 | \$187.50 |
| 04/23/2020 | SWG | RP | Edit bylaws and retention application. | 0.20 | 625.00 | \$125.00 |
| 04/30/2020 | IDS | RP | Review UST large case guidelines | 0.40 | 700.00 | \$280.00 |
| 04/30/2020 | IDS | RP | Telephone conference with J. Pomerantz regarding large case fee guidelines | 0.30 | 700.00 | \$210.00 |
| 04/30/2020 | IDS | RP | Email to J. Pomerantz regarding large case fee guidelines | 0.20 | 700.00 | \$140.00 |
| 04/30/2020 | JSP | RP | Attention to issues regarding UST large case fee guidelines and possible objection or motion for leave to not have to follow same | 0.40 | 700.00 | \$280.00 |

| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|--|--------------|-------------|-------------------|
| 05/01/2020 | IDS | RP | Telephone call with J. Pomerantz regarding large case issue. | 0.20 | 700.00 | \$140.00 |
| 05/03/2020 | CHM | RP | Draft objection re application of UST large case guidelines. | 3.10 | 675.00 | \$2,092.50 |
| 05/04/2020 | JSP | RP | Revise objection to US Trustee Large case fee guidelines | 0.60 | 700.00 | \$420.00 |
| 05/05/2020 | IDS | RP | Email to D. Patel regarding GR, Pachulski Stang Ziehl & Jones retentions. | 0.20 | 700.00 | \$140.00 |
| 05/08/2020 | IDS | RP | Finalize objection to large case treatment. | 0.30 | 700.00 | \$210.00 |
| 05/08/2020 | IDS | RP | Email to L. Carty regarding filing objection to large case treatment. | 0.20 | 700.00 | \$140.00 |
| 05/08/2020 | LSC | RP | File objection to large case fee guidelines and call Court regarding same. | 0.30 | 425.00 | \$127.50 |
| 05/12/2020 | IDS | RP | Finalize Pachulski Stang Ziehl & Jones retention application. | 0.30 | 700.00 | \$210.00 |
| 05/13/2020 | IDS | RP | Telephone call with C. Hill regarding asset sales; KEIP, retention. | 0.10 | 700.00 | \$70.00 |
| 05/28/2020 | IDS | RP | Telephone conference with UST regarding PSZJ retention | 0.20 | 700.00 | \$140.00 |
| 05/28/2020 | IDS | RP | Review large case guidelines | 0.40 | 700.00 | \$280.00 |
| | | | | 8.20 | | \$5,520.00 |

Ret. of Prof./Other

| | | | | | | |
|------------|-----|-----|--|------|--------|----------|
| 05/04/2020 | IDS | RPO | Review and revise GR retention application. | 0.80 | 700.00 | \$560.00 |
| 05/08/2020 | IDS | RPO | Review GST objection to debtor's counsel employment. | 0.60 | 700.00 | \$420.00 |
| 05/08/2020 | IDS | RPO | Telephone conference with C. Hill regarding retention apps. | 0.30 | 700.00 | \$210.00 |
| 05/12/2020 | IDS | RPO | Finalize GR retention application. | 0.30 | 700.00 | \$210.00 |
| 05/12/2020 | IDS | RPO | Telephone call with T. Buck regarding GR retentions application. | 0.10 | 700.00 | \$70.00 |
| 05/27/2020 | JSP | RPO | Comments/correspondence regarding Debtor's motion concerning ordinary course professionals | 0.40 | 700.00 | \$280.00 |
| 05/27/2020 | JSP | RPO | Review Debtor's motion regarding ordinary course professionals | 0.80 | 700.00 | \$560.00 |
| 05/27/2020 | IDS | RPO | Review and reply to email from JSP regarding OCP motion. | 0.30 | 700.00 | \$210.00 |
| 05/27/2020 | IDS | RPO | Email to Debtor's counsel regarding OCP motion. | 0.10 | 700.00 | \$70.00 |

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 - 00002

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Invoice 125170
May 31, 2020

| | | |
|--|------|---------------------|
| | 3.70 | \$2,590.00 |
| TOTAL SERVICES FOR THIS MATTER: | | \$136,667.50 |

Expenses

| | | | |
|---------------------------------------|-----|---|-----------------|
| 04/16/2020 | CC | Conference Call [E105] Loop Up Conference Call, JIS | 82.68 |
| 04/17/2020 | CC | Conference Call [E105] Loop Up Conference Call, JIS | 3.73 |
| 04/17/2020 | CC | Conference Call [E105] Loop Up Conference Call, JIS | 0.08 |
| 04/20/2020 | CC | Conference Call [E105] AT&T Conference Call, JSP | 3.15 |
| 05/08/2020 | TR | Transcript [E116] Cl@s, Inv. 385967-29642, PJ | 141.50 |
| 05/12/2020 | RE | (1984 @0.10 PER PG) | 198.40 |
| 05/12/2020 | RE | (1664 @0.10 PER PG) | 166.40 |
| 05/12/2020 | RE | (57 @0.10 PER PG) | 5.70 |
| 05/12/2020 | RE2 | SCAN/COPY (26 @0.10 PER PG) | 2.60 |
| 05/12/2020 | RE2 | SCAN/COPY (26 @0.10 PER PG) | 2.60 |
| 05/12/2020 | RE2 | SCAN/COPY (1 @0.10 PER PG) | 0.10 |
| 05/12/2020 | RE2 | SCAN/COPY (1 @0.10 PER PG) | 0.10 |
| 05/12/2020 | RE2 | SCAN/COPY (1 @0.10 PER PG) | 0.10 |
| 05/12/2020 | RE2 | SCAN/COPY (1 @0.10 PER PG) | 0.10 |
| 05/12/2020 | RE2 | SCAN/COPY (31 @0.10 PER PG) | 3.10 |
| Total Expenses for this Matter | | | \$610.34 |

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 - 00002

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Invoice 125170
May 31, 2020

REMITTANCE ADVICE

Please include this Remittance with your payment

For current services rendered through: 05/31/2020

| | |
|---|--|
| Total Fees | \$136,667.50 |
| Total Expenses | 610.34 |
| Total Due on Current Invoice | \$137,277.84 |
| Outstanding Balance from prior invoices as of 05/31/2020 | (May not include recent payments) |

| <u>A/R Bill Number</u> | <u>Invoice Date</u> | <u>Fees Billed</u> | <u>Expenses Billed</u> | <u>Balance Due</u> |
|-------------------------------|----------------------------|---------------------------|-------------------------------|---------------------------|
|-------------------------------|----------------------------|---------------------------|-------------------------------|---------------------------|

| | |
|--|---------------------|
| Total Amount Due on Current and Prior Invoices: | \$137,277.84 |
|--|---------------------|

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

| | | |
|------------------------------------|---|-------------------|
| In re: |) | Chapter 11 |
| |) | |
| ROCHESTER DRUG CO-OPERATIVE, INC., |) | Case No. 20-20230 |
| |) | |
| Debtor. |) | |
| |) | |

CERTIFICATE OF SERVICE

I, La Asia S. Carty, an Administrative Assistant at the law firm of Pachulski Stang Ziehl & Jones LLP, attorneys for The Official Committee of Unsecured Creditors for Rochester Drug Co-Operative, Inc., being over the age of 18 and residing in Los Angeles, California, hereby certify under penalty of perjury that on the 8th day of July 2020, I electronically filed the

COMBINED FIRST MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ROCHESTER DRUG CO-OPERATIVE, INC. FOR THE PERIOD APRIL 9, 2020 THROUGH MAY 31, 2020 with the Clerk of the Bankruptcy Court for the Western District of New York, using the CM/ECF system.

I also certify that on July 8, 2020, via First Class Mail, using the United States Postal Service in the State of California, copies of the above-referenced document were mailed to:

Hon. Paul R. Warren
United States Bankruptcy
Court – Western District
100 State St.
Rochester, NY 14614

Kathleen D. Schmitt, Esq.
Office of the U.S. Trustee
Federal Office Building
100 State Street, Room 6090
Rochester, NY 14614

Stephen A. Donato
Bond, Schoeneck & King, PLLC
One Lincoln Center
Syracuse, NY 13202-1355

Dated: July 8, 2020

/s/ La Asia S. Carty
La Asia S. Carty

EXHIBIT B
(Second Monthly Fee Statement)

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

| | | |
|------------------------------------|---|-------------------|
| In re: |) | Chapter 11 |
| |) | |
| ROCHESTER DRUG CO-OPERATIVE, INC., |) | Case No. 20-20230 |
| |) | |
| Debtor. |) | |
| |) | |

NOTICE OF FILING

PLEASE TAKE NOTICE that, in accordance with the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement for Expenses for Professionals and Members of Official Committees [Docket No. 333], Pachulski Stang Ziehl & Jones LLP has filed the *Second Monthly Fee Statement of Pachulski Stang Ziehl & Jones LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for Rochester Drug Co-Operative, Inc. for the Period June 1, 2020 Through June 30, 2020*, a copy of which is attached hereto and hereby served upon you.

Date: August 10, 2020

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Ilan D. Scharf

James I. Stang (*pro hac vice*)
Ilan D. Scharf
780 Third Avenue, 34th Floor
New York, NY 10017
Telephone: (212) 561-7700
Facsimile: (212) 561-7777
Email: jstang@pszjlaw.com
ischarf@pszjlaw.com

Counsel to the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:) Chapter 11
)
ROCHESTER DRUG CO-OPERATIVE, INC.,) Case No. 20-20230
)
Debtor.)
)

**SECOND MONTHLY FEE STATEMENT OF
PACHULSKI STANG ZIEHL & JONES LLP FOR
COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR ROCHESTER DRUG
CO-OPERATIVE, INC. FOR THE PERIOD JUNE 1, 2020 THROUGH JUNE 30, 2020**

| | |
|---|--|
| Name of Applicant: | Pachulski Stang Ziehl & Jones LLP |
| Authorized to Provide Professional Services to: | The Official Committee of Unsecured Creditors of Rochester Drug Co-Operative, Inc. |
| Date of Retention: | Order Entered June 17, 2020 [Docket No. 409] Employment Effective as of April 9, 2020 |
| Period for which compensation and Reimbursement is sought: | June 1, 2020 through June 30, 2020 |
| Amount of compensation sought as well as actual, reasonable and necessary: | \$112,402.00 (80% of \$140,502.50) |
| Amount of expense reimbursement sought as actual, reasonable and necessary: | \$488.87 |

This is a X monthly quarterly final application

This is the second monthly fee statement by Pachulski Stang Ziehl & Jones LLP in this case.

Pachulski Stang Ziehl & Jones LLP

780 Third Avenue
34th Floor
New York, NY 10017

June 30, 2020
Invoice 125390
Client 75015
Matter 00002
IDS

IDS

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 06/30/2020

| | |
|------------------------------|---------------------|
| FEES | \$140,502.50 |
| EXPENSES | \$488.87 |
| TOTAL CURRENT CHARGES | \$140,991.37 |
| BALANCE FORWARD | \$137,277.84 |
| TOTAL BALANCE DUE | \$278,269.21 |

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
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Invoice 125390
June 30, 2020

Summary of Services by Professional

| <u>ID</u> | <u>Name</u> | <u>Title</u> | <u>Rate</u> | <u>Hours</u> | <u>Amount</u> |
|-----------|---------------------|--------------|-------------|--------------|---------------|
| CHM | Mackle, Cia H. | Counsel | 675.00 | 5.30 | \$3,577.50 |
| GSG | Greenwood, Gail S. | Counsel | 700.00 | 42.30 | \$29,610.00 |
| IAWN | Nasatir, Iain A. W. | Partner | 700.00 | 3.50 | \$2,450.00 |
| IDS | Scharf, Ilan D. | Partner | 700.00 | 54.80 | \$38,360.00 |
| JIS | Stang, James I. | Partner | 700.00 | 0.20 | \$140.00 |
| JSP | Pomerantz, Jason S. | Partner | 700.00 | 86.00 | \$60,200.00 |
| LSC | Canty, La Asia S. | Paralegal | 425.00 | 6.60 | \$2,805.00 |
| NLH | Hong, Nina L. | Partner | 700.00 | 2.60 | \$1,820.00 |
| RJG | Gruber, Richard J. | Counsel | 700.00 | 2.20 | \$1,540.00 |
| | | | | 203.50 | \$140,502.50 |

Summary of Services by Task Code

| <u>Task Code</u> | <u>Description</u> | <u>Hours</u> | <u>Amount</u> |
|------------------|--------------------------------|--------------|---------------|
| AA | Asset Analysis/Recovery[B120] | 15.20 | \$10,640.00 |
| AD | Asset Disposition [B130] | 13.30 | \$9,310.00 |
| BL | Bankruptcy Litigation [L430] | 18.50 | \$12,950.00 |
| CA | Case Administration [B110] | 5.30 | \$2,912.50 |
| CO | Claims Admin/Objections[B310] | 5.90 | \$4,017.50 |
| CP | Compensation Prof. [B160] | 2.80 | \$1,960.00 |
| EB | Employee Benefit/Pension-B220 | 1.90 | \$1,330.00 |
| FN | Financing [B230] | 1.80 | \$1,260.00 |
| GC | General Creditors Comm. [B150] | 13.10 | \$9,170.00 |
| HE | Hearing | 1.20 | \$840.00 |
| IC | Insurance Coverage | 9.60 | \$6,720.00 |
| PD | Plan & Disclosure Stmt. [B320] | 48.40 | \$33,880.00 |
| PR | PSZ&J Retention | 1.30 | \$552.50 |
| RP | Retention of Prof. [B160] | 15.90 | \$10,450.00 |
| SL | Stay Litigation [B140] | 49.30 | \$34,510.00 |
| | | 203.50 | \$140,502.50 |

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 - 00002

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June 30, 2020

Summary of Expenses

| <u>Description</u> | <u>Amount</u> |
|--------------------------------|----------------|
| Conference Call [E105] | \$201.81 |
| Lexis/Nexis- Legal Research [E | \$141.84 |
| Pacer - Court Research | \$31.00 |
| Postage [E108] | \$44.22 |
| Reproduction Expense [E101] | \$66.00 |
| Reproduction/ Scan Copy | \$4.00 |
| | <hr/> \$488.87 |

| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------------------------------|-----|----|--|--------------|-------------|-------------------|
| Asset Analysis/Recovery[B120] | | | | | | |
| 06/01/2020 | IDS | AA | Review documents from Bank (borrowing base, valuation, appraisals) | 1.20 | 700.00 | \$840.00 |
| 06/03/2020 | IDS | AA | Email to GR regarding documents produced. | 0.20 | 700.00 | \$140.00 |
| 06/11/2020 | IDS | AA | Finalize document request to Debtor. | 0.60 | 700.00 | \$420.00 |
| 06/11/2020 | IDS | AA | Email C. Hill regarding document requests. | 0.20 | 700.00 | \$140.00 |
| 06/16/2020 | JSP | AA | Prepare for call with T. Buck regarding preference analysis | 1.30 | 700.00 | \$910.00 |
| 06/17/2020 | JSP | AA | Revise document requests to bank and debtor | 1.60 | 700.00 | \$1,120.00 |
| 06/17/2020 | JSP | AA | Work on preference analysis | 1.30 | 700.00 | \$910.00 |
| 06/17/2020 | JSP | AA | Review documents concerning insider payments | 0.60 | 700.00 | \$420.00 |
| 06/18/2020 | JSP | AA | Review preference sample transaction information/report | 0.80 | 700.00 | \$560.00 |
| 06/18/2020 | JSP | AA | Prepare for call with D. Greenblatt regarding preferences and document requests | 0.60 | 700.00 | \$420.00 |
| 06/18/2020 | JSP | AA | Conference call with D. Greenblatt regarding preferences and document requests | 0.40 | 700.00 | \$280.00 |
| 06/18/2020 | IDS | AA | Email to D. Greenblatt regarding due diligence. | 0.10 | 700.00 | \$70.00 |
| 06/23/2020 | JSP | AA | Call with Glass Ratner, Debtor's professionals regarding anti-trust claim settlements | 0.70 | 700.00 | \$490.00 |
| 06/24/2020 | JSP | AA | Call with Debtor's professionals re: Hiscox insurance litigation update | 0.70 | 700.00 | \$490.00 |
| 06/24/2020 | JSP | AA | Analysis of insurance claims based on call with Debtor's professionals | 0.80 | 700.00 | \$560.00 |
| 06/25/2020 | JSP | AA | Review preference information from D. Greenblatt | 0.80 | 700.00 | \$560.00 |
| 06/26/2020 | JSP | AA | Review/analyze preference report/data from D. Greenblatt (including notes for follow up) | 3.30 | 700.00 | \$2,310.00 |
| | | | | | <hr/> 15.20 | <hr/> \$10,640.00 |

Asset Disposition [B130]

| | | | | | | |
|------------|-----|----|--|------|--------|------------|
| 06/01/2020 | IDS | AD | Email o N. Hong regarding APA. | 0.10 | 700.00 | \$70.00 |
| 06/01/2020 | IDS | AD | Review APA (Fairfield) | 1.40 | 700.00 | \$980.00 |
| 06/03/2020 | RJG | AD | Assist Nina L. Hong in review of Purchase and Sale Agreement for NJ warehouse. | 1.70 | 700.00 | \$1,190.00 |
| 06/03/2020 | RJG | AD | Exchange messages with Nina L. Hong regarding Purchase and Sale Agreement. | 0.50 | 700.00 | \$350.00 |

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 - 00002

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Invoice 125390
June 30, 2020

| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|---|--------------|-------------|-------------------|
| 06/03/2020 | NLH | AD | Review and analyze APA. | 1.60 | 700.00 | \$1,120.00 |
| 06/03/2020 | JSP | AD | Review correspondence regarding issues with draft APA - Fairfield | 1.30 | 700.00 | \$910.00 |
| 06/03/2020 | IDS | AD | Telephone call with Jason Pomerantz regarding APA for NJ property. | 0.20 | 700.00 | \$140.00 |
| 06/03/2020 | IDS | AD | Email to bank counsel regarding revised settlement agreement. | 0.20 | 700.00 | \$140.00 |
| 06/03/2020 | IDS | AD | Review N.Hong email regarding APA (N.J) | 0.30 | 700.00 | \$210.00 |
| 06/07/2020 | JSP | AD | Review additional APA-Fairfield comments | 0.80 | 700.00 | \$560.00 |
| 06/16/2020 | IDS | AD | Review and respond to S. Shannon question regarding breakup fee. | 0.20 | 700.00 | \$140.00 |
| 06/16/2020 | IDS | AD | Telephone call with R.Morrisey regarding break up fee (Fairfield APA). | 0.30 | 700.00 | \$210.00 |
| 06/16/2020 | IDS | AD | Review files and forms to respond to UST question regarding breakup fee. | 0.50 | 700.00 | \$350.00 |
| 06/16/2020 | IDS | AD | Email to R. Morrisey regarding breakup fee. | 0.10 | 700.00 | \$70.00 |
| 06/18/2020 | NLH | AD | Meet with J. Pomerantz to discuss APA issues. | 0.10 | 700.00 | \$70.00 |
| 06/19/2020 | NLH | AD | Telephone conference with Jason Pomerantz re break-up fee issues (.1); review APA break-up fee provisions (.8). | 0.90 | 700.00 | \$630.00 |
| 06/22/2020 | IDS | AD | Review proposed releases regarding specialty RX. | 0.40 | 700.00 | \$280.00 |
| 06/24/2020 | IDS | AD | Emails with T. Buck regarding antitrust claims. | 0.20 | 700.00 | \$140.00 |
| 06/24/2020 | IDS | AD | Review revised release (specialty Rx) per Jason Pomerantz comments. | 0.20 | 700.00 | \$140.00 |
| 06/25/2020 | IDS | AD | Attend call with GR and Debtor professionals regarding collection. | 0.70 | 700.00 | \$490.00 |
| 06/25/2020 | IDS | AD | Review and revise form A/R. | 0.50 | 700.00 | \$350.00 |
| 06/25/2020 | IDS | AD | Email to Debtor regarding anti-trust claims. | 0.20 | 700.00 | \$140.00 |
| 06/26/2020 | IDS | AD | Email to RDC counsel regarding antitrust claims. | 0.20 | 700.00 | \$140.00 |
| 06/30/2020 | IDS | AD | Review release, settlement language for specialty Rx | 0.70 | 700.00 | \$490.00 |
| | | | | 13.30 | | \$9,310.00 |

Bankruptcy Litigation [L430]

| | | | | | | |
|------------|-----|----|--|------|--------|----------|
| 06/02/2020 | JSP | BL | Correspondence regarding data room and due diligence request | 0.30 | 700.00 | \$210.00 |
| 06/03/2020 | JSP | BL | Call with Glass Ratner Team and I. Scharf regarding data requests to Lender and Debtor | 0.20 | 700.00 | \$140.00 |

| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|--|--------------|-------------|---------------|
| 06/03/2020 | JSP | BL | Begin review of data room documents | 2.30 | 700.00 | \$1,610.00 |
| 06/15/2020 | JSP | BL | Correspondence regarding documents requested from Debtor | 0.90 | 700.00 | \$630.00 |
| 06/22/2020 | JSP | BL | Review document report (including comments to same) | 1.70 | 700.00 | \$1,190.00 |
| 06/22/2020 | JSP | BL | Confer with C. Hill regarding document request | 0.20 | 700.00 | \$140.00 |
| 06/22/2020 | JSP | BL | Review correspondence regarding Specialty RX settlement | 0.30 | 700.00 | \$210.00 |
| 06/23/2020 | JSP | BL | Analysis regarding documents requested/produced | 0.90 | 700.00 | \$630.00 |
| 06/23/2020 | JSP | BL | Confer with Glass Ratner group regarding documents requested/produced | 0.20 | 700.00 | \$140.00 |
| 06/23/2020 | JSP | BL | Confer with T. Buck regarding A/R issues | 0.20 | 700.00 | \$140.00 |
| 06/23/2020 | JSP | BL | Confer with C. Hill and N. Basalyga regarding documents requested | 0.30 | 700.00 | \$210.00 |
| 06/24/2020 | JSP | BL | Analysis regarding document requests and response to same | 1.60 | 700.00 | \$1,120.00 |
| 06/24/2020 | IDS | BL | Review and revise 9019 motion for global settlement. | 0.60 | 700.00 | \$420.00 |
| 06/25/2020 | JSP | BL | Further review/analysis of initial document request response from debtor/C. Hill | 0.90 | 700.00 | \$630.00 |
| 06/25/2020 | JSP | BL | Call with D. Greenglatt regarding outstanding document requests | 0.30 | 700.00 | \$210.00 |
| 06/25/2020 | JSP | BL | Call with C. Hil regarding outstanding document request and initial response | 0.40 | 700.00 | \$280.00 |
| 06/25/2020 | JSP | BL | Call with B. Bieber and others regarding A/R issues | 0.80 | 700.00 | \$560.00 |
| 06/25/2020 | IDS | BL | Review correspondence from M. Schmergel regarding settlement agreement. | 0.20 | 700.00 | \$140.00 |
| 06/26/2020 | JSP | BL | Review/revise draft settlement A/R settlement agreement | 0.70 | 700.00 | \$490.00 |
| 06/26/2020 | JSP | BL | Correspondence regarding bankruptcy issues impacting A/R settlement agreement | 0.30 | 700.00 | \$210.00 |
| 06/27/2020 | JSP | BL | Correspondence to C. Hill regarding document request | 0.10 | 700.00 | \$70.00 |
| 06/27/2020 | JSP | BL | Analysis regarding due diligence document responses | 0.80 | 700.00 | \$560.00 |
| 06/27/2020 | JSP | BL | Further revisions to A/R settlement agreement | 0.70 | 700.00 | \$490.00 |
| 06/28/2020 | JSP | BL | Prepare for call with C. Hill regarding document requests | 0.70 | 700.00 | \$490.00 |

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 - 00002

Page: 8
Invoice 125390
June 30, 2020

| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|--|--------------|-------------|--------------------|
| 06/29/2020 | JSP | BL | Confer with C. Hill and others regarding document requests | 0.60 | 700.00 | \$420.00 |
| 06/29/2020 | JSP | BL | Further revisions to A/R settlement agreements | 0.90 | 700.00 | \$630.00 |
| 06/30/2020 | JSP | BL | Further review/revisions to A/R settlement agreement form (and Specialty RX agreement) | 0.70 | 700.00 | \$490.00 |
| 06/30/2020 | JSP | BL | Confer with T. Buck, B. Bieber and others regarding A/R settlement agreement | 0.70 | 700.00 | \$490.00 |
| | | | | 18.50 | | \$12,950.00 |

Case Administration [B110]

| | | | | | | |
|------------|-----|----|---|-------------|--------|-------------------|
| 04/17/2020 | LSC | CA | Prepare critical dates memo; calendar entries and reminders. | 0.60 | 425.00 | \$255.00 |
| 04/21/2020 | LSC | CA | Update critical dates memo; calendar entries and reminders. | 0.50 | 425.00 | \$212.50 |
| 06/02/2020 | LSC | CA | Update critical dates memo; calendar entries and reminders. | 0.30 | 425.00 | \$127.50 |
| 06/08/2020 | LSC | CA | Update critical dates memo; calendar entries and reminders. | 0.30 | 425.00 | \$127.50 |
| 06/17/2020 | IDS | CA | Telephone with GR team and Jason Pomerantz regarding planning, next steps in chapter 11 case. | 0.80 | 700.00 | \$560.00 |
| 06/17/2020 | IDS | CA | Telephone call with Jason Pomerantz regarding next steps, settlement, preference analysis. | 0.60 | 700.00 | \$420.00 |
| 06/22/2020 | IDS | CA | Telephone conference with GR team regarding getting to a plan. | 0.40 | 700.00 | \$280.00 |
| 06/22/2020 | IDS | CA | Call with Debtor and Committee professionals regarding next steps in case. | 0.60 | 700.00 | \$420.00 |
| 06/24/2020 | LSC | CA | Update critical dates memo; calendar entries and reminders. | 0.60 | 425.00 | \$255.00 |
| 06/29/2020 | LSC | CA | Update critical dates memo; calendar entries and reminders. | 0.40 | 425.00 | \$170.00 |
| 06/30/2020 | LSC | CA | Correspondence regarding motions and objection deadlines. | 0.20 | 425.00 | \$85.00 |
| | | | | 5.30 | | \$2,912.50 |

Claims Admin/Objections[B310]

| | | | | | | |
|------------|-----|----|---|------|--------|----------|
| 06/10/2020 | CHM | CO | Draft reply re bar date motion objection by UST. | 1.00 | 675.00 | \$675.00 |
| 06/10/2020 | CHM | CO | Review I. Scharf comments to bar date reply and update reply accordingly. | 0.20 | 675.00 | \$135.00 |

| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|--|--------------|-------------|-------------------|
| 06/10/2020 | JSP | CO | Confer with C. Hill and others regarding bar date motion | 0.40 | 700.00 | \$280.00 |
| 06/10/2020 | IDS | CO | Review UST limited objection to bar date. | 0.40 | 700.00 | \$280.00 |
| 06/10/2020 | IDS | CO | Email to C. Hill regarding limited objection to bar date. | 0.10 | 700.00 | \$70.00 |
| 06/10/2020 | IDS | CO | Email to JSP, C Mackle regarding reply to UST objection to bar date. | 0.10 | 700.00 | \$70.00 |
| 06/10/2020 | IDS | CO | Revise and draft reply regarding UST objection to bar date. | 0.30 | 700.00 | \$210.00 |
| 06/10/2020 | IDS | CO | Email with M. Schmergel regarding bar date. | 0.20 | 700.00 | \$140.00 |
| 06/11/2020 | JSP | CO | Attention to issues regarding bar date motion | 0.70 | 700.00 | \$490.00 |
| 06/11/2020 | IDS | CO | Finalize response to UST bar date objection. | 0.50 | 700.00 | \$350.00 |
| 06/11/2020 | IDS | CO | Telephone conference with C. Hill regarding oversees sales, UST objection to bar date. | 0.20 | 700.00 | \$140.00 |
| 06/11/2020 | IDS | CO | Revise response regarding objection to bar date motion by UST. | 0.50 | 700.00 | \$350.00 |
| 06/11/2020 | LSC | CO | Proofread reply re bar date motion and correspondence regarding same. | 0.30 | 425.00 | \$127.50 |
| 06/12/2020 | JSP | CO | Confer with C. Hill regarding bar date order | 0.20 | 700.00 | \$140.00 |
| 06/12/2020 | JSP | CO | Review revised bar date order | 0.60 | 700.00 | \$420.00 |
| 06/12/2020 | IDS | CO | Email to committee regarding status of bar date motion. | 0.20 | 700.00 | \$140.00 |
| | | | | 5.90 | | \$4,017.50 |

Compensation Prof. [B160]

| | | | | | | |
|------------|-----|----|---|------|--------|----------|
| 06/03/2020 | IDS | CP | Review email from C.Hill regarding OCP motion. | 0.30 | 700.00 | \$210.00 |
| 06/08/2020 | IDS | CP | Review email for debtor's counsel regarding OCP motion. | 0.30 | 700.00 | \$210.00 |
| 06/08/2020 | IDS | CP | Revise draft email from Jason Pomerantz to C.Hill regarding OCP motion. | 0.30 | 700.00 | \$210.00 |
| 06/08/2020 | IDS | CP | Review docket in USA v. Doud regarding OCP motion. | 0.30 | 700.00 | \$210.00 |
| 06/09/2020 | IDS | CP | Telephone conference with JSP regarding OCP motion. | 0.20 | 700.00 | \$140.00 |
| 06/09/2020 | IDS | CP | Email to JSP regarding OCP motion. | 0.20 | 700.00 | \$140.00 |
| 06/17/2020 | IDS | CP | Emails to GR regarding fee statement. | 0.20 | 700.00 | \$140.00 |
| 06/17/2020 | IDS | CP | Emails with Pachulski Stang Ziehl & Jones team | 0.40 | 700.00 | \$280.00 |

| | | | | Hours | Rate | Amount |
|------------|-----|----|--|-------------|--------|-------------------|
| | | | regarding fee statement. | | | |
| 06/18/2020 | IDS | CP | Email to S.Scott regarding OCP motion. | 0.20 | 700.00 | \$140.00 |
| 06/26/2020 | IDS | CP | Revise PSZJ invoice for fee application. | 0.40 | 700.00 | \$280.00 |
| | | | | 2.80 | | \$1,960.00 |

Employee Benefit/Pension-B220

| | | | | | | |
|------------|-----|----|--|-------------|--------|-------------------|
| 06/03/2020 | JSP | EB | Review correspondence/pleadings from C. Hill regarding KIEP motion/order | 0.40 | 700.00 | \$280.00 |
| 06/05/2020 | JSP | EB | Review correspondence from C. Hill regarding KIEP/KERP motion | 0.30 | 700.00 | \$210.00 |
| 06/30/2020 | IDS | EB | Review new KERP/ KIEP pleadings from debtor. | 1.00 | 700.00 | \$700.00 |
| 06/30/2020 | IDS | EB | Email to R. Morrisey regarding KERP. | 0.20 | 700.00 | \$140.00 |
| | | | | 1.90 | | \$1,330.00 |

Financing [B230]

| | | | | | | |
|------------|-----|----|--|-------------|--------|-------------------|
| 06/02/2020 | IDS | FN | Emails with T. Buck, D. Greenblatt regarding M&T documents. | 0.20 | 700.00 | \$140.00 |
| 06/15/2020 | IDS | FN | Review cash flow forecast and email to GR regarding same. | 0.40 | 700.00 | \$280.00 |
| 06/17/2020 | IDS | FN | Review cash call stipulation. | 0.30 | 700.00 | \$210.00 |
| 06/19/2020 | JSP | FN | Review cash collateral budget | 0.30 | 700.00 | \$210.00 |
| 06/19/2020 | JSP | FN | Correspondence from T. Buck regarding cash collateral budget | 0.10 | 700.00 | \$70.00 |
| 06/19/2020 | IDS | FN | Email to GR team regarding budget. | 0.10 | 700.00 | \$70.00 |
| 06/19/2020 | IDS | FN | Review updated budget. | 0.40 | 700.00 | \$280.00 |
| | | | | 1.80 | | \$1,260.00 |

General Creditors Comm. [B150]

| | | | | | | |
|------------|-----|----|--|------|--------|----------|
| 06/03/2020 | IDS | GC | Telephone call with GR and Pachulski Stang Ziehl & Jones teams regarding asset analysis, bank documents. | 0.20 | 700.00 | \$140.00 |
| 06/05/2020 | IDS | GC | Telephone call with creditor regarding case. | 0.40 | 700.00 | \$280.00 |
| 06/08/2020 | IDS | GC | Telephone call with Jason Pomerantz regarding case, including OCP motion and term sheet. | 0.20 | 700.00 | \$140.00 |
| 06/09/2020 | JIS | GC | Call with Ilan Scharf for update regarding property sale, DOJ settlement and plan. | 0.20 | 700.00 | \$140.00 |
| 06/10/2020 | IDS | GC | Email to Committee regarding agenda for | 0.30 | 700.00 | \$210.00 |

| | | | | Hours | Rate | Amount |
|------------|-----|----|---|-------|--------|------------|
| | | | Committee call. | | | |
| 06/11/2020 | JSP | GC | Participate on Committee call regarding case status | 0.70 | 700.00 | \$490.00 |
| 06/11/2020 | JSP | GC | Prepare for Committee call | 0.40 | 700.00 | \$280.00 |
| 06/11/2020 | JSP | GC | Review updated presentation from GlassRatner regarding documents reviewed, finances, assets and other matters | 0.80 | 700.00 | \$560.00 |
| 06/11/2020 | IDS | GC | Call with Committee regarding pending motions, global term sheet. | 0.70 | 700.00 | \$490.00 |
| 06/12/2020 | IDS | GC | Email to committee regarding hearing. | 0.20 | 700.00 | \$140.00 |
| 06/17/2020 | JSP | GC | Conference call with Glass Ratner team and I. Scharf regarding case strategy | 0.60 | 700.00 | \$420.00 |
| 06/18/2020 | JSP | GC | Prepare for Committee call, including review of agenda and various documents, including Glass Ratner presentation | 0.40 | 700.00 | \$280.00 |
| 06/18/2020 | JSP | GC | Participate on committee call to discuss case status and proposed global settlement | 0.80 | 700.00 | \$560.00 |
| 06/18/2020 | IDS | GC | Attend committee call regarding Global settlement, asset sales. other matters. | 1.00 | 700.00 | \$700.00 |
| 06/24/2020 | JSP | GC | Begin preparing for Committee call tomorrow (including review of correspondence, notes and documents) | 1.30 | 700.00 | \$910.00 |
| 06/24/2020 | JSP | GC | Confer with C. Hill, D. Greenblatt and others regarding document requests | 0.80 | 700.00 | \$560.00 |
| 06/24/2020 | JSP | GC | Review initial response from C. Hill regarding document requests | 0.80 | 700.00 | \$560.00 |
| 06/24/2020 | IDS | GC | Emails with R. Malone regarding recusal regarding antitrust claims. | 0.20 | 700.00 | \$140.00 |
| 06/25/2020 | JSP | GC | Prepare for weekly Committee call (including review of Glass Ratner presentation) | 0.70 | 700.00 | \$490.00 |
| 06/25/2020 | JSP | GC | Participate on weekly Committee call | 0.70 | 700.00 | \$490.00 |
| 06/25/2020 | IDS | GC | Attend committee call. | 0.70 | 700.00 | \$490.00 |
| 06/25/2020 | IDS | GC | Review GR deck for committee call. | 0.30 | 700.00 | \$210.00 |
| 06/25/2020 | IDS | GC | Draft agenda for committee call. | 0.30 | 700.00 | \$210.00 |
| 06/25/2020 | IDS | GC | Email to Novo regarding potential recusal. | 0.20 | 700.00 | \$140.00 |
| 06/25/2020 | IDS | GC | Emails to Riding and Prasco regarding potential conflict. | 0.20 | 700.00 | \$140.00 |
| | | | | | 13.10 | \$9,170.00 |

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75015 - 00002

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| | | | | Hours | Rate | Amount |
|---------------------------|------|----|---|-------------|--------|-------------------|
| Hearing | | | | | | |
| 06/12/2020 | IDS | HE | Attend hearing regarding bar date motion. | 0.40 | 700.00 | \$280.00 |
| 06/12/2020 | IDS | HE | Prepare for hearing regarding bar date motion. | 0.20 | 700.00 | \$140.00 |
| 06/19/2020 | IDS | HE | Email with C. Hill regarding hearing. | 0.10 | 700.00 | \$70.00 |
| 06/19/2020 | IDS | HE | Attend hearing regarding bid procedures (Fairfield). | 0.50 | 700.00 | \$350.00 |
| | | | | 1.20 | | \$840.00 |
| Insurance Coverage | | | | | | |
| 06/09/2020 | IAWN | IC | Exchange emails with pomerantz and scharf re review of policies and elements of fraudulent transfer claim | 0.20 | 700.00 | \$140.00 |
| 06/09/2020 | IDS | IC | Telephone conference with Debtors regarding Tail insurance. | 0.70 | 700.00 | \$490.00 |
| 06/09/2020 | IDS | IC | Telephone conference with T. Buck regarding tail insurance. | 0.20 | 700.00 | \$140.00 |
| 06/09/2020 | IDS | IC | Review primary and excess D&D policies. | 1.70 | 700.00 | \$1,190.00 |
| 06/12/2020 | IAWN | IC | Review and analyze policies re exclusions and exceptions to coverage, including fraudulent transfer | 2.40 | 700.00 | \$1,680.00 |
| 06/12/2020 | IAWN | IC | Telephone conference with Jeffrey N. Pomerantz and Ilan Scharf re analysis of coverage | 0.30 | 700.00 | \$210.00 |
| 06/12/2020 | IAWN | IC | Review coverage ruling in Rochester Drug Co-Op and forward to Ilan Scharf | 0.20 | 700.00 | \$140.00 |
| 06/12/2020 | IDS | IC | Review insurance ruling regarding Hiscox. | 0.80 | 700.00 | \$560.00 |
| 06/24/2020 | IDS | IC | Telephone call with Debtor professionals regarding insurance litigations. (Hiscox) | 0.70 | 700.00 | \$490.00 |
| 06/24/2020 | IAWN | IC | Exchange emails with Jason S. Pomerantz re telephone conference on insurance | 0.10 | 700.00 | \$70.00 |
| 06/25/2020 | IAWN | IC | Exchange emails with Ilan Scharf and Jason S Pomerantz re telephone call | 0.10 | 700.00 | \$70.00 |
| 06/25/2020 | IAWN | IC | Telephone conference with Jeffrey N Pomerantz and Ilan Scharf re insurance | 0.20 | 700.00 | \$140.00 |
| 06/25/2020 | IDS | IC | Telephone call with IAWN and Jason Pomerantz regarding insurance. | 0.40 | 700.00 | \$280.00 |
| 06/30/2020 | JSP | IC | Attention to insurance litigation matters, including Hiscox | 1.60 | 700.00 | \$1,120.00 |
| | | | | 9.60 | | \$6,720.00 |

| | | | | Hours | Rate | Amount |
|---|-----|----|---|-------|--------|------------|
| Plan & Disclosure Stmt. [B320] | | | | | | |
| 06/01/2020 | JSP | PD | Call with Debtor to discuss counter-proposal | 0.20 | 700.00 | \$140.00 |
| 06/01/2020 | JSP | PD | Call with I. Scharf and B. Brownstein regarding settlement discussions with debtor, M&T, government | 0.30 | 700.00 | \$210.00 |
| 06/01/2020 | JSP | PD | Strategize regarding counter-proposal to likely response from M&T/Gov't | 1.60 | 700.00 | \$1,120.00 |
| 06/01/2020 | IDS | PD | Telephone conference with Debtor's counsel regarding term sheet. | 0.20 | 700.00 | \$140.00 |
| 06/01/2020 | IDS | PD | Telephone conference with T. Buck regarding term sheet. | 0.20 | 700.00 | \$140.00 |
| 06/01/2020 | IDS | PD | Telephone conference with B. Brownstein regarding term sheet. | 0.40 | 700.00 | \$280.00 |
| 06/01/2020 | IDS | PD | EMail to Buck with term sheet. | 0.20 | 700.00 | \$140.00 |
| 06/01/2020 | IDS | PD | Revise Global term sheet. | 0.80 | 700.00 | \$560.00 |
| 06/01/2020 | IDS | PD | Email to M&T counsel regarding term sheet. | 0.20 | 700.00 | \$140.00 |
| 06/02/2020 | JSP | PD | Further analysis regarding counter-proposal based on next response from bank/government | 1.30 | 700.00 | \$910.00 |
| 06/03/2020 | JSP | PD | Review correspondence to M&T regarding revised term sheet | 0.10 | 700.00 | \$70.00 |
| 06/04/2020 | JSP | PD | Review/analyze M&T's response to the term sheet and counter-proposal to same | 2.70 | 700.00 | \$1,890.00 |
| 06/04/2020 | IDS | PD | Telephone call with A. Talesnick regarding Global settlement offer. | 0.40 | 700.00 | \$280.00 |
| 06/04/2020 | IDS | PD | Initial review of bank term sheet. | 0.30 | 700.00 | \$210.00 |
| 06/04/2020 | IDS | PD | Work on Global term sheet. | 0.70 | 700.00 | \$490.00 |
| 06/05/2020 | JSP | PD | Analysis regarding bank's response to term sheet counter-offer and response to same | 2.60 | 700.00 | \$1,820.00 |
| 06/05/2020 | JSP | PD | Call with I. Scharf, T. Buck and D. Greenblatt regarding term sheet counter-proposal | 0.30 | 700.00 | \$210.00 |
| 06/05/2020 | IDS | PD | Email to Donato regarding Global Term sheet. | 0.10 | 700.00 | \$70.00 |
| 06/05/2020 | IDS | PD | Telephone call with G.R. , Jason Pomerantz regarding Global term sheet. | 0.40 | 700.00 | \$280.00 |
| 06/05/2020 | IDS | PD | Telephone call with S.Donato regarding Global term sheet. | 0.30 | 700.00 | \$210.00 |
| 06/05/2020 | IDS | PD | Review revised term sheet and email from M. Schmerger. | 0.50 | 700.00 | \$350.00 |

| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|---|--------------|-------------|---------------|
| 06/07/2020 | JSP | PD | Further comments regarding term sheet counter-proposal | 0.90 | 700.00 | \$630.00 |
| 06/08/2020 | IDS | PD | Revise term sheet for Global settlement. | 0.80 | 700.00 | \$560.00 |
| 06/08/2020 | IDS | PD | Telephone call with GR, Pachulski Stang Ziehl & Jones teams regarding revised term sheet for Global settlement. | 0.50 | 700.00 | \$350.00 |
| 06/08/2020 | IDS | PD | Further revisions to term sheet for Global Settlement. | 0.40 | 700.00 | \$280.00 |
| 06/08/2020 | IDS | PD | Email to bank, debtor, USA counsel regarding Global Settlement. | 0.30 | 700.00 | \$210.00 |
| 06/08/2020 | JSP | PD | Confer with GlassRatner group and I. Scharf re: proposed global settlement negotiations and term sheet | 0.40 | 700.00 | \$280.00 |
| 06/08/2020 | JSP | PD | Analysis regarding counter-proposal to bank/gov't | 1.20 | 700.00 | \$840.00 |
| 06/09/2020 | IDS | PD | Telephone conference with A. Talesnick regarding term sheet. | 0.50 | 700.00 | \$350.00 |
| 06/09/2020 | IDS | PD | Telephone conference with M. Schmegel regarding term sheet. | 0.40 | 700.00 | \$280.00 |
| 06/09/2020 | IDS | PD | Telephone conference with T. Buck regarding term sheet. | 0.20 | 700.00 | \$140.00 |
| 06/09/2020 | JSP | PD | Analysis regarding term sheet counter-proposal and possible resolution of disputes regarding same | 0.90 | 700.00 | \$630.00 |
| 06/09/2020 | JSP | PD | Confer with I. Scharf and T. Buck (calls/correspondence) regarding term sheet negotiations | 0.30 | 700.00 | \$210.00 |
| 06/10/2020 | JSP | PD | Strategize/analysis regarding term sheet counter-offer and response to same | 2.60 | 700.00 | \$1,820.00 |
| 06/10/2020 | JSP | PD | Calls with GlassRatner and/or I. Scharf and/or C. Hill/S. Donato regarding term sheet | 0.70 | 700.00 | \$490.00 |
| 06/10/2020 | IDS | PD | Telephone conference with T. Buck regarding term sheet. | 0.10 | 700.00 | \$70.00 |
| 06/10/2020 | IDS | PD | Telephone conference with Debtor's counsel regarding term sheet, UST objection to sale. | 0.50 | 700.00 | \$350.00 |
| 06/10/2020 | IDS | PD | Telephone conference with T. Buck, JSP regarding term sheet. | 0.40 | 700.00 | \$280.00 |
| 06/10/2020 | IDS | PD | Email with T. Buck regarding term sheet. | 0.20 | 700.00 | \$140.00 |
| 06/11/2020 | IDS | PD | Telephone conference with A. Talesnick regarding term sheet. | 0.20 | 700.00 | \$140.00 |
| 06/11/2020 | IDS | PD | Telephone conference with T. Buck regarding term | 0.20 | 700.00 | \$140.00 |

| | | | | Hours | Rate | Amount |
|------------|-----|----|--|-------|--------|------------|
| | | | sheet | | | |
| 06/11/2020 | IDS | PD | Email to M. Schmergel regarding term sheet. | 0.10 | 700.00 | \$70.00 |
| 06/12/2020 | JSP | PD | Review correspondence/documents regarding term sheet negotiations | 1.60 | 700.00 | \$1,120.00 |
| 06/12/2020 | IDS | PD | Email to T. Back regarding term sheet. | 0.20 | 700.00 | \$140.00 |
| 06/12/2020 | IDS | PD | Telephone call with Talesnick regarding term sheet. | 0.40 | 700.00 | \$280.00 |
| 06/12/2020 | IDS | PD | Revise term sheet. | 0.80 | 700.00 | \$560.00 |
| 06/14/2020 | IDS | PD | Email with Donato regarding Global Settlement Agreement. | 0.20 | 700.00 | \$140.00 |
| 06/14/2020 | IDS | PD | Call with GR Team regarding Global Settlement Agreement. | 0.50 | 700.00 | \$350.00 |
| 06/14/2020 | IDS | PD | Call with lender regarding Global Settlement agreement. | 0.50 | 700.00 | \$350.00 |
| 06/14/2020 | IDS | PD | Revise Global Settlement Agreement | 0.40 | 700.00 | \$280.00 |
| 06/15/2020 | JSP | PD | Correspondence regarding settlement terms/negotiations with bank/government | 1.60 | 700.00 | \$1,120.00 |
| 06/15/2020 | IDS | PD | Draft email to committee regarding Global Term Sheet. | 0.60 | 700.00 | \$420.00 |
| 06/16/2020 | JSP | PD | Correspondence regarding term sheet negotiations with bank/government | 1.80 | 700.00 | \$1,260.00 |
| 06/16/2020 | IDS | PD | Review revised Global Term Sheet. | 1.10 | 700.00 | \$770.00 |
| 06/17/2020 | IDS | PD | Review comments to global settlement . | 0.30 | 700.00 | \$210.00 |
| 06/17/2020 | IDS | PD | Review USA comments to global settlement. | 0.30 | 700.00 | \$210.00 |
| 06/17/2020 | JSP | PD | Correspondence regarding term sheet issues | 1.40 | 700.00 | \$980.00 |
| 06/17/2020 | IDS | PD | Email to C. Hill regarding plan. | 0.20 | 700.00 | \$140.00 |
| 06/19/2020 | JSP | PD | Review draft settlement agreement, including comments to same | 1.70 | 700.00 | \$1,190.00 |
| 06/19/2020 | IDS | PD | Revise Global Term sheet. | 0.80 | 700.00 | \$560.00 |
| 06/22/2020 | JSP | PD | Correspondence regarding settlement agreement revisions | 1.90 | 700.00 | \$1,330.00 |
| 06/23/2020 | IDS | PD | Review and provide comments to 9019 motion. | 1.10 | 700.00 | \$770.00 |
| 06/23/2020 | JSP | PD | Analysis regarding Plan issues, including ordinary course professionals, releases, and liquidation trust | 1.70 | 700.00 | \$1,190.00 |
| 06/23/2020 | JSP | PD | Review revised 9019 motion (global settlement) | 0.60 | 700.00 | \$420.00 |
| 06/23/2020 | GSG | PD | Confer with J.S. Pomerantz and I. Scharf re liquidation trust and claims. | 0.20 | 700.00 | \$140.00 |

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| | | | | Hours | Rate | Amount |
|------------|-----|----|---|-------|--------------|--------------------|
| 06/29/2020 | JSP | PD | Analysis regarding various plan issues | 1.60 | 700.00 | \$1,120.00 |
| 06/30/2020 | JSP | PD | Attention to issues regarding plan/disclosure statement | 1.30 | 700.00 | \$910.00 |
| | | | | | 48.40 | \$33,880.00 |

PSZ&J Retention

| | | | | | | |
|------------|-----|----|---|------|-------------|-----------------|
| 06/05/2020 | LSC | PR | Prepare certificate of service, file, and serve Supplemental Declaration of Ilan Scharf in support of PSZJ retention. | 1.10 | 425.00 | \$467.50 |
| 06/17/2020 | LSC | PR | File proposed order approving retention of PSZJ and correspondence regarding the same. | 0.20 | 425.00 | \$85.00 |
| | | | | | 1.30 | \$552.50 |

Retention of Prof. [B160]

| | | | | | | |
|------------|-----|----|--|------|--------|------------|
| 05/12/2020 | LSC | RP | Prepare service list (.5); draft certificate of service (.3); finalize, file, and serve PSZJ retention application (.5). | 1.30 | 425.00 | \$552.50 |
| 05/12/2020 | LSC | RP | Draft certificate of service (.3); finalize, file, and serve GlassRatner retention application (.5). | 0.80 | 425.00 | \$340.00 |
| 06/02/2020 | CHM | RP | Telephone conference with I. Scharf and J. Pomerantz re OCP research. | 0.30 | 675.00 | \$202.50 |
| 06/02/2020 | JSP | RP | Analysis regarding objection to debtor's motion to pay ordinary course professionals | 0.40 | 700.00 | \$280.00 |
| 06/02/2020 | JSP | RP | Correspondence to S. Donato regarding debtor's motion regarding ordinary course professionals | 0.10 | 700.00 | \$70.00 |
| 06/03/2020 | IDS | RP | Draft supplemental declaration regarding Pachulski Stang Ziehl and Jones retention. | 0.50 | 700.00 | \$350.00 |
| 06/03/2020 | CHM | RP | Begin preparation of objection to OCP motion. | 0.90 | 675.00 | \$607.50 |
| 06/03/2020 | CHM | RP | Draft OCP objection and email same to J. Pomerantz. | 1.80 | 675.00 | \$1,215.00 |
| 06/04/2020 | IDS | RP | Email to S. Shannon regarding Pachulski Stang Ziehl & Jones retention. | 0.10 | 700.00 | \$70.00 |
| 06/04/2020 | CHM | RP | Telephone conference with J. Pomerantz and I. Scharf re OCP motion. | 0.10 | 675.00 | \$67.50 |
| 06/04/2020 | CHM | RP | Telephone conference with J. Pomerantz re OCP response. | 0.10 | 675.00 | \$67.50 |
| 06/04/2020 | CHM | RP | Draft email to counsel re OCP proposed resolution. | 0.70 | 675.00 | \$472.50 |
| 06/04/2020 | JSP | RP | Correspondence regarding objection to OCP motion by debtor | 0.80 | 700.00 | \$560.00 |

| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|--|--------------|-------------|---------------|
| 06/05/2020 | IDS | RP | Finalize supplemental IDS deck regarding Pachulski Stang Ziehl & Jones retention. | 0.40 | 700.00 | \$280.00 |
| 06/05/2020 | JSP | RP | Notes regarding objection to debtor's OCP motion, including draft response to debtor regarding same | 0.70 | 700.00 | \$490.00 |
| 06/08/2020 | IDS | RP | Revise email regarding OCP motion. | 0.40 | 700.00 | \$280.00 |
| 06/08/2020 | JSP | RP | Correspondence to/from C. Hill and S. Donato regarding Ordinary Course Professionals motion and objections to same | 0.90 | 700.00 | \$630.00 |
| 06/09/2020 | CHM | RP | Telephone conference with J. Pomerantz re Debtor's counsel proposal on OCP. | 0.10 | 675.00 | \$67.50 |
| 06/09/2020 | CHM | RP | Review email from debtor's counsel re OCP proposal. | 0.10 | 675.00 | \$67.50 |
| 06/09/2020 | JSP | RP | Telephone call with C. Hill regarding OCP motion and objection to same | 0.30 | 700.00 | \$210.00 |
| 06/09/2020 | JSP | RP | Correspondence to/from C. Hill and others regarding objections to OCP motion and potential resolution of same | 0.40 | 700.00 | \$280.00 |
| 06/10/2020 | JSP | RP | Confer with C. Hill regarding OCP motion, order and objections/issues with same | 0.60 | 700.00 | \$420.00 |
| 06/11/2020 | IDS | RP | Telephone conference with JSP regarding OCP motion. | 0.10 | 700.00 | \$70.00 |
| 06/11/2020 | IDS | RP | Review emails from C. Hill to JSP regarding OCP motion. | 0.10 | 700.00 | \$70.00 |
| 06/11/2020 | JSP | RP | Review debtor's draft order on certain ordinary course professionals | 0.40 | 700.00 | \$280.00 |
| 06/11/2020 | JSP | RP | Telephone call with C. Hill regarding draft order on ordinary course professionals | 0.20 | 700.00 | \$140.00 |
| 06/15/2020 | JSP | RP | Prepare for call with C. Hill regarding ordinary course professionals motion - former and current employees/officers | 0.30 | 700.00 | \$210.00 |
| 06/15/2020 | JSP | RP | Participate on call with C. Hill regarding ordinary course professionals | 0.30 | 700.00 | \$210.00 |
| 06/16/2020 | JSP | RP | Confer with C. Hill regarding OCP motion | 0.30 | 700.00 | \$210.00 |
| 06/17/2020 | IDS | RP | Emails with UST regarding GR retention application. | 0.20 | 700.00 | \$140.00 |
| 06/18/2020 | IDS | RP | Review GR retention application regarding UST question on identification. | 0.40 | 700.00 | \$280.00 |
| 06/18/2020 | IDS | RP | Respond to UST question regarding GR identification provisions. | 0.10 | 700.00 | \$70.00 |

| | | | | Hours | Rate | Amount |
|------------|-----|----|---|--------------|--------|--------------------|
| 06/18/2020 | IDS | RP | Email to G.R. regarding retention application. | 0.10 | 700.00 | \$70.00 |
| 06/19/2020 | JSP | RP | Analysis regarding OCP motion relating to current and former officers/employees | 0.40 | 700.00 | \$280.00 |
| 06/19/2020 | JSP | RP | Confer with C. Hill and I. Scharf regarding OCP motion as it relates to counsel for current and former officers and employees | 0.40 | 700.00 | \$280.00 |
| 06/22/2020 | JSP | RP | Correspondence regarding issues with OCP for former/current employees/directors | 0.70 | 700.00 | \$490.00 |
| 06/23/2020 | JSP | RP | Correspondence from C. Hill regarding ordinary course professionals motion | 0.10 | 700.00 | \$70.00 |
| | | | | 15.90 | | \$10,450.00 |

Stay Litigation [B140]

| | | | | | | |
|------------|-----|----|---|------|--------|------------|
| 06/18/2020 | JSP | SL | Review Mead Pharmacy relief from stay motion | 0.40 | 700.00 | \$280.00 |
| 06/18/2020 | JSP | SL | Analysis regarding counter-claim issues raised by Mead | 0.40 | 700.00 | \$280.00 |
| 06/18/2020 | IDS | SL | Review Meade motion for stay relief. | 0.80 | 700.00 | \$560.00 |
| 06/18/2020 | IDS | SL | Email to GSG regarding objection to stay relief (Meade) | 0.20 | 700.00 | \$140.00 |
| 06/18/2020 | GSG | SL | Review R/S motion by pharmacies; review LBR re response timing. | 0.70 | 700.00 | \$490.00 |
| 06/18/2020 | GSG | SL | Con call with J.S. Pomerantz and I. Scharf re opposition to relief from stay. | 0.40 | 700.00 | \$280.00 |
| 06/18/2020 | GSG | SL | Review relief from stay MPA and state court complaint re relief from stay. | 0.90 | 700.00 | \$630.00 |
| 06/19/2020 | GSG | SL | Review state court complaint, proposed counterclaims, and answer by Mead Square etc; notes re same. | 0.90 | 700.00 | \$630.00 |
| 06/19/2020 | GSG | SL | Research case law re objection to relief from stay and prepare opposition arguments. | 5.30 | 700.00 | \$3,710.00 |
| 06/20/2020 | JSP | SL | Further review/analysis of relief from stay motion, including possible impact of same on other potential litigation | 0.90 | 700.00 | \$630.00 |
| 06/20/2020 | JSP | SL | Correspondence to Committee regarding motion for relief from stay (Mead) and opposition to same | 0.40 | 700.00 | \$280.00 |
| 06/22/2020 | GSG | SL | Draft intro and objection to relief from stay by Mead Square; review pleadings re additional facts. | 7.90 | 700.00 | \$5,530.00 |
| 06/23/2020 | GSG | SL | Research/review cases re stay relief factors | 0.90 | 700.00 | \$630.00 |
| 06/23/2020 | GSG | SL | Draft objection to relief from stay re Mead Square. | 7.10 | 700.00 | \$4,970.00 |

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
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| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|---|--------------|-------------|--------------------|
| 06/24/2020 | IDS | SL | Review Novartis Motion for stay relief. | 0.60 | 700.00 | \$420.00 |
| 06/24/2020 | IDS | SL | Review Merck motion for stay relief. | 0.60 | 700.00 | \$420.00 |
| 06/24/2020 | IDS | SL | Email to G.Greenwood regarding Merck to Novartis motions. | 0.30 | 700.00 | \$210.00 |
| 06/24/2020 | IDS | SL | Review research files regarding set off rights for Merck to Novartis Motions. | 0.80 | 700.00 | \$560.00 |
| 06/24/2020 | GSG | SL | Draft/revise objection to stay relief re Mead Square. | 1.20 | 700.00 | \$840.00 |
| 06/24/2020 | GSG | SL | Review additional relief from stay motions re anti trust litigation. | 1.40 | 700.00 | \$980.00 |
| 06/25/2020 | IDS | SL | Review case law and research file regarding set off. | 1.80 | 700.00 | \$1,260.00 |
| 06/25/2020 | GSG | SL | Research re 362(a)(7) and cases permitting setoff. | 1.80 | 700.00 | \$1,260.00 |
| 06/25/2020 | GSG | SL | Research/review dockets re antitrust litigation and class action status; review parties, complaints, and answers. | 2.20 | 700.00 | \$1,540.00 |
| 06/26/2020 | GSG | SL | Review judge?s procedures re calendar and response deadlines. | 0.20 | 700.00 | \$140.00 |
| 06/26/2020 | GSG | SL | Review debtor schedules re Merck/Novartis; research re class mutuality re setoff re Merck and Novartis. | 1.60 | 700.00 | \$1,120.00 |
| 06/29/2020 | GSG | SL | Review cases cited by Merck/Novartis re stay relief; notes re same. | 2.40 | 700.00 | \$1,680.00 |
| 06/30/2020 | GSG | SL | Review Merck report and recommendations re denial of leave to amend by ED VA District Court. | 0.30 | 700.00 | \$210.00 |
| 06/30/2020 | GSG | SL | Draft objection to stay relief by Merck Defendants; review case law re mutuality under state law vs bankruptcy law. | 6.90 | 700.00 | \$4,830.00 |
| | | | | 49.30 | | \$34,510.00 |

TOTAL SERVICES FOR THIS MATTER: **\$140,502.50**

Expenses

| | | | |
|------------|-----|---|-------|
| 05/06/2020 | CC | Conference Call [E105] Loop Up Conference Call, IDS | 47.77 |
| 05/08/2020 | CC | Conference Call [E105] Loop Up Conference Call, IDS | 2.27 |
| 05/08/2020 | CC | Conference Call [E105] Loop Up Conference Call, IDS | 6.17 |
| 05/11/2020 | CC | Conference Call [E105] Loop Up Conference Call, IDS | 23.83 |
| 05/14/2020 | CC | Conference Call [E105] Loop Up Conference Call, IDS | 29.18 |
| 05/14/2020 | CC | Conference Call [E105] Loop Up Conference Call, IDS | 11.65 |
| 05/21/2020 | CC | Conference Call [E105] Loop Up Conference Call, IDS | 30.92 |
| 05/22/2020 | CC | Conference Call [E105] Loop Up Conference Call, IDS | 3.85 |
| 05/25/2020 | CC | Conference Call [E105] AT&T Conference Call, JSP | 2.38 |
| 05/28/2020 | CC | Conference Call [E105] Loop Up Conference Call, IDS | 43.79 |
| 06/03/2020 | LN | 75015.00002 Lexis Charges for 06-03-20 | 11.46 |
| 06/05/2020 | PO | 75015.00002 :Postage Charges for 06-05-20 | 44.22 |
| 06/05/2020 | RE | (660 @0.10 PER PG) | 66.00 |
| 06/05/2020 | RE2 | SCAN/COPY (10 @0.10 PER PG) | 1.00 |
| 06/05/2020 | RE2 | SCAN/COPY (4 @0.10 PER PG) | 0.40 |
| 06/11/2020 | RE2 | SCAN/COPY (12 @0.10 PER PG) | 1.20 |
| 06/11/2020 | RE2 | SCAN/COPY (14 @0.10 PER PG) | 1.40 |

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
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June 30, 2020

| | | | |
|---------------------------------------|-----|--|-----------------|
| 06/19/2020 | LN | 75015.00002 Lexis Charges for 06-19-20 | 43.13 |
| 06/25/2020 | LN | 75015.00002 Lexis Charges for 06-25-20 | 22.26 |
| 06/26/2020 | LN | 75015.00002 Lexis Charges for 06-26-20 | 64.99 |
| 06/30/2020 | PAC | Pacer - Court Research | 31.00 |
| Total Expenses for this Matter | | | \$488.87 |

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 - 00002

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June 30, 2020

REMITTANCE ADVICE

Please include this Remittance with your payment

For current services rendered through: 06/30/2020

| Total Fees | \$140,502.50 | | | |
|---|---------------------|---------------------|------------------------|--------------------|
| Total Expenses | 488.87 | | | |
| Total Due on Current Invoice | \$140,991.37 | | | |
| Outstanding Balance from prior invoices as of 06/30/2020 (May not include recent payments) | | | | |
| <u>A/R Bill Number</u> | <u>Invoice Date</u> | <u>Fees Billed</u> | <u>Expenses Billed</u> | <u>Balance Due</u> |
| 125170 | 05/31/2020 | \$136,667.50 | \$610.34 | \$137,277.84 |
| Total Amount Due on Current and Prior Invoices: | | \$278,269.21 | | |

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

| | | |
|------------------------------------|---|-------------------|
| In re: |) | Chapter 11 |
| |) | |
| ROCHESTER DRUG CO-OPERATIVE, INC., |) | Case No. 20-20230 |
| |) | |
| Debtor. |) | |
| |) | |

CERTIFICATE OF SERVICE

I, La Asia S. Carty, an Administrative Assistant at the law firm of Pachulski Stang Ziehl & Jones LLP, attorneys for The Official Committee of Unsecured Creditors for Rochester Drug Co-Operative, Inc., being over the age of 18 and residing in Los Angeles, California, hereby certify under penalty of perjury that on the 10th day of August, 2020, I electronically filed the

SECOND MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES LLP
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR ROCHESTER DRUG CO-OPERATIVE, INC. FOR THE PERIOD JUNE
1, 2020 THROUGH JUNE 30, 2020 with the Clerk of the Bankruptcy Court for the Western District of New York, using the CM/ECF system.

I also certify that on August 10, 2020, via First Class Mail, using the United States Postal Service in the State of California, copies of the above-referenced document were mailed to:

Hon. Paul R. Warren
United States Bankruptcy
Court – Western District
100 State St.
Rochester, NY 14614

Kathleen D. Schmitt, Esq.
Office of the U.S. Trustee
Federal Office Building
100 State Street, Room 6090
Rochester, NY 14614

Stephen A. Donato
Bond, Schoeneck & King, PLLC
One Lincoln Center
Syracuse, NY 13202-1355

Dated: August 10, 2020

/s/ La Asia S. Carty
La Asia S. Carty

EXHIBIT C
(Third Monthly Fee Statement)

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:) Chapter 11
)
ROCHESTER DRUG CO-OPERATIVE, INC.,) Case No. 20-20230
)
Debtor.)
)

NOTICE OF FILING

PLEASE TAKE NOTICE that, in accordance with the *Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Members of Official Committees* [Docket No. 333], Pachulski Stang Ziehl & Jones LLP has filed the *Third Monthly Fee Statement of Pachulski Stang Ziehl & Jones LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for Rochester Drug Co-Operative, Inc. for the Period July 1, 2020 through July 31, 2020*, a copy of which is attached hereto and hereby served upon you.

Date: August 27, 2020

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Ilan D. Scharf

James I. Stang (*pro hac vice*)
Ilan D. Scharf
780 Third Avenue, 34th Floor
New York, NY 10017
Telephone: (212) 561-7700
Facsimile: (212) 561-7777
Email: jstang@pszjlaw.com
ischarf@pszjlaw.com

Counsel to the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

| | | |
|------------------------------------|---|-------------------|
| In re: |) | Chapter 11 |
| |) | |
| ROCHESTER DRUG CO-OPERATIVE, INC., |) | Case No. 20-20230 |
| |) | |
| Debtor. |) | |
| |) | |

**THIRD MONTHLY FEE STATEMENT OF
PACHULSKI STANG ZIEHL & JONES LLP FOR
COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR ROCHESTER DRUG
CO-OPERATIVE, INC. FOR THE PERIOD JULY 1, 2020 THROUGH JULY 31, 2020**

| | |
|---|--|
| Name of Applicant: | Pachulski Stang Ziehl & Jones LLP |
| Authorized to Provide Professional Services to: | The Official Committee of Unsecured Creditors of Rochester Drug Co-Operative, Inc. |
| Date of Retention: | Order Entered June 17, 2020 [Docket No. 409] Employment Effective as of April 9, 2020 |
| Period for which compensation and Reimbursement is sought: | July 1, 2020 through July 31, 2020 |
| Amount of compensation sought as actual, reasonable and necessary: | \$96,454.00 (80% of \$120,567.50) |
| Amount of expense reimbursement sought as actual, reasonable and necessary: | \$266.87 |

This is a X monthly ____ quarterly ____ final application

This is the third monthly fee statement by Pachulski Stang Ziehl & Jones LLP in this case.

Pachulski Stang Ziehl & Jones LLP

780 Third Avenue
34th Floor
New York, NY 10017

July 31, 2020
Invoice 125705
Client 75015
Matter 00002
IDS

IDS

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 07/31/2020

| | |
|------------------------------|---------------------|
| FEES | \$120,567.50 |
| EXPENSES | \$266.87 |
| TOTAL CURRENT CHARGES | \$120,834.37 |
| BALANCE FORWARD | \$278,269.21 |
| TOTAL BALANCE DUE | \$399,103.58 |

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
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Invoice 125705
July 31, 2020

Summary of Services by Professional

| <u>ID</u> | <u>Name</u> | <u>Title</u> | <u>Rate</u> | <u>Hours</u> | <u>Amount</u> |
|-----------|----------------------|--------------|-------------|--------------|---------------|
| BDD | Dassa, Beth D. | Paralegal | 425.00 | 0.10 | \$42.50 |
| GFB | Brandt, Gina F. | Counsel | 700.00 | 2.20 | \$1,540.00 |
| GSG | Greenwood, Gail S. | Counsel | 700.00 | 43.70 | \$30,590.00 |
| IAWN | Nasatir, Iain A. W. | Partner | 700.00 | 1.80 | \$1,260.00 |
| IDS | Scharf, Ilan D. | Partner | 700.00 | 21.60 | \$15,120.00 |
| JIS | Stang, James I. | Partner | 700.00 | 0.30 | \$210.00 |
| JSP | Pomerantz, Jason S. | Partner | 700.00 | 78.40 | \$54,880.00 |
| LSC | Canty, La Asia S. | Paralegal | 425.00 | 2.60 | \$1,105.00 |
| REM | Mikels, Richard E. | Partner | 700.00 | 19.80 | \$13,860.00 |
| WLR | Ramseyer, William L. | Counsel | 700.00 | 2.80 | \$1,960.00 |
| | | | | 173.30 | \$120,567.50 |

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
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Invoice 125705
July 31, 2020

Summary of Services by Task Code

| <u>Task Code</u> | <u>Description</u> | <u>Hours</u> | <u>Amount</u> |
|------------------|--------------------------------|--------------|--------------------|
| AA | Asset Analysis/Recovery[B120] | 8.30 | \$5,810.00 |
| AD | Asset Disposition [B130] | 1.20 | \$840.00 |
| BL | Bankruptcy Litigation [L430] | 17.60 | \$12,320.00 |
| CO | Claims Admin/Objections[B310] | 35.20 | \$24,585.00 |
| CP | Compensation Prof. [B160] | 4.70 | \$2,877.50 |
| GC | General Creditors Comm. [B150] | 12.90 | \$9,030.00 |
| IC | Insurance Coverage | 3.10 | \$2,170.00 |
| LN | Litigation (Non-Bankruptcy) | 2.10 | \$1,470.00 |
| PD | Plan & Disclosure Stmt. [B320] | 63.40 | \$44,352.50 |
| RP | Retention of Prof. [B160] | 2.20 | \$1,540.00 |
| SL | Stay Litigation [B140] | 22.60 | \$15,572.50 |
| | | 173.30 | <hr/> \$120,567.50 |

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 -00002

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July 31, 2020

Summary of Expenses

| <u>Description</u> | <u>Amount</u> |
|--------------------------------|---------------|
| Conference Call [E105] | \$163.66 |
| CourtLink | \$52.23 |
| Lexis/Nexis- Legal Research [E | \$4.93 |
| Pacer - Court Research | \$21.50 |
| Postage [E108] | \$8.15 |
| Reproduction/ Scan Copy | \$16.40 |
| | <hr/> |
| | \$266.87 |

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 -00002

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Invoice 125705
July 31, 2020

| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------------------------------|-----|----|---|--------------|-------------|-------------------|
| Asset Analysis/Recovery[B120] | | | | | | |
| 07/01/2020 | JSP | AA | Call with D. Greenblatt regarding document requests and preference information | 0.30 | 700.00 | \$210.00 |
| 07/07/2020 | JSP | AA | Call with D. Greenblatt regarding preferences | 0.20 | 700.00 | \$140.00 |
| 07/08/2020 | JSP | AA | Correspondence from C. Hill regarding New Jersey asset sale | 0.10 | 700.00 | \$70.00 |
| 07/14/2020 | IDS | AA | Email with Pachulski Stang Ziehl & Jones/ GR regarding evidence needed for preferences. | 0.20 | 700.00 | \$140.00 |
| 07/14/2020 | JSP | AA | Correspondence regarding preferences | 0.40 | 700.00 | \$280.00 |
| 07/15/2020 | JSP | AA | Correspondence regarding documents, including preference information | 0.90 | 700.00 | \$630.00 |
| 07/15/2020 | JSP | AA | Notes regarding performing preliminary preference analysis | 2.40 | 700.00 | \$1,680.00 |
| 07/16/2020 | JSP | AA | Conference call with D. Greenblatt regarding preference analysis | 0.50 | 700.00 | \$350.00 |
| 07/23/2020 | IDS | AA | Email with JSP regarding preferences. | 0.20 | 700.00 | \$140.00 |
| 07/24/2020 | JSP | AA | Call with W. Weitz and D. Greenblatt regarding preferences | 0.50 | 700.00 | \$350.00 |
| 07/24/2020 | JSP | AA | Review correspondence and draft report regarding preferences | 0.80 | 700.00 | \$560.00 |
| 07/27/2020 | JSP | AA | Call with D. Greenblatt and W. Weitz regarding preferences | 0.20 | 700.00 | \$140.00 |
| 07/27/2020 | JSP | AA | Review preference preliminary report | 1.60 | 700.00 | \$1,120.00 |
| | | | | 8.30 | | \$5,810.00 |

Asset Disposition [B130]

| | | | | | | |
|------------|-----|----|---|-------------|--------|-----------------|
| 07/01/2020 | IDS | AD | Telephone call with S. Donato regarding settlements (A/R) asset sale. | 0.20 | 700.00 | \$140.00 |
| 07/14/2020 | IDS | AD | Email to C.Hill regarding Hestrup, Kajai, and Meyer. | 0.20 | 700.00 | \$140.00 |
| 07/15/2020 | JSP | AD | Review sale order and comments to same | 0.40 | 700.00 | \$280.00 |
| 07/16/2020 | JSP | AD | Review comments to sale order (New Jersey) | 0.40 | 700.00 | \$280.00 |
| | | | | 1.20 | | \$840.00 |

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 -00002

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Invoice 125705
July 31, 2020

| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|-------------------------------------|-----|----|---|--------------|-------------|---------------|
| Bankruptcy Litigation [L430] | | | | | | |
| 07/01/2020 | JSP | BL | Telephone conference with counsel for Specialty RX regarding settlement agreement terms, including release | 0.40 | 700.00 | \$280.00 |
| 07/01/2020 | JSP | BL | Confer with C. Hill and I. Scharf regarding document requests | 0.20 | 700.00 | \$140.00 |
| 07/01/2020 | IDS | BL | Telephone call with Jason Pomerantz regarding A/R settlements. | 0.20 | 700.00 | \$140.00 |
| 07/02/2020 | JSP | BL | Further revisions to A/R settlement agreement - general and Specialty RX | 0.70 | 700.00 | \$490.00 |
| 07/02/2020 | JSP | BL | Confer with B. Bieber, A. Beinhorn and others regarding A/R settlements and settlement agreements | 0.80 | 700.00 | \$560.00 |
| 07/02/2020 | JSP | BL | Correspondence to C. Hill regarding document requests | 0.90 | 700.00 | \$630.00 |
| 07/02/2020 | JSP | BL | Confer with D. Greenblatt regarding document requests | 0.20 | 700.00 | \$140.00 |
| 07/03/2020 | JSP | BL | Conference call with Glass Ratner team and I. Scharf regarding A/R settlements | 0.40 | 700.00 | \$280.00 |
| 07/03/2020 | JSP | BL | Review case status list and notes regarding same (A/R; objections to relief from stay motions; plan/disclosure statement review, document requests) | 0.50 | 700.00 | \$350.00 |
| 07/06/2020 | IDS | BL | Telephone call with Debtor's counsel regarding pending motions. | 0.20 | 700.00 | \$140.00 |
| 07/07/2020 | JSP | BL | Correspondence regarding documents requests/responses | 0.80 | 700.00 | \$560.00 |
| 07/08/2020 | JSP | BL | Review document requests/responses | 0.90 | 700.00 | \$630.00 |
| 07/08/2020 | IDS | BL | Telephone call with Debtor's counsel regarding pending matters. | 0.40 | 700.00 | \$280.00 |
| 07/08/2020 | JSP | BL | Call with Debtor's counsel regarding case status, including plan and motions for relief from stay | 0.40 | 700.00 | \$280.00 |
| 07/09/2020 | JSP | BL | Confer with A. Talesnick (counsel for M&T) regarding bank records | 0.20 | 700.00 | \$140.00 |
| 07/10/2020 | JSP | BL | Review correspondence and reports in preparation for call regarding document requests | 0.80 | 700.00 | \$560.00 |

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 -00002

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Invoice 125705
July 31, 2020

| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|--|--------------|-------------|---------------|
| 07/10/2020 | JSP | BL | Call with D. Greenblatt, C. Hill and N. Basalyga re: document request status | 0.50 | 700.00 | \$350.00 |
| 07/10/2020 | JSP | BL | Correspondence regarding receivables | 0.30 | 700.00 | \$210.00 |
| 07/13/2020 | JSP | BL | Review correspondence from D. Greenblatt regarding A/R issues | 0.10 | 700.00 | \$70.00 |
| 07/14/2020 | JSP | BL | Correspondence regarding document requests and responses | 0.80 | 700.00 | \$560.00 |
| 07/15/2020 | JSP | BL | Conf call with Glass Ratner and i. Scharf regarding document issues, including retention | 0.40 | 700.00 | \$280.00 |
| 07/15/2020 | JSP | BL | Calls and correspondence to A. Telesnick regarding M&T documents | 0.40 | 700.00 | \$280.00 |
| 07/16/2020 | JSP | BL | Call with Debtor's professionals, including B. Bieber, regarding A/R issues | 0.50 | 700.00 | \$350.00 |
| 07/16/2020 | JSP | BL | Call with B. Bieber regarding settlement agreements - A/R | 0.30 | 700.00 | \$210.00 |
| 07/16/2020 | JSP | BL | Correspondence from N. Basalyga regarding document production | 0.10 | 700.00 | \$70.00 |
| 07/17/2020 | JSP | BL | Review supplemental document production from N. Basalyga/Debtor | 0.80 | 700.00 | \$560.00 |
| 07/22/2020 | JSP | BL | Revise draft settlement agreement for A/R claims | 0.90 | 700.00 | \$630.00 |
| 07/23/2020 | JSP | BL | Participate on A/R collection update call with Debtor and Debtor's professionals | 0.60 | 700.00 | \$420.00 |
| 07/27/2020 | IDS | BL | Respond to C. Hill email regarding Empire subpoena. | 0.20 | 700.00 | \$140.00 |
| 07/27/2020 | GSG | BL | Emails re document review and litigation. | 0.10 | 700.00 | \$70.00 |
| 07/28/2020 | JSP | BL | Correspondence regarding settlement agreements and release language - B. Bieber | 0.60 | 700.00 | \$420.00 |
| 07/29/2020 | JSP | BL | Call with B. Bieber regarding A/R settlement agreement | 0.20 | 700.00 | \$140.00 |
| 07/29/2020 | GSG | BL | Review informal discovery requests and docket re litigation status. | 0.90 | 700.00 | \$630.00 |
| 07/30/2020 | JSP | BL | Calls with, and correspondence to/from C. Hill and N. Basalga regarding documents requested/produced | 0.90 | 700.00 | \$630.00 |
| 07/30/2020 | JSP | BL | Call with B. Bieber and others regarding A/R legal issues | 0.60 | 700.00 | \$420.00 |

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| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|--|--------------|-------------|--------------------|
| 07/31/2020 | JSP | BL | Call w/ D. Greenblatt, V. Skolkandic & N. Basalyga re: document request update | 0.40 | 700.00 | \$280.00 |
| | | | | 17.60 | | \$12,320.00 |

Claims Admin/Objections[B310]

| | | | | | | |
|------------|-----|----|--|------|--------|------------|
| 07/01/2020 | GSG | CO | Review briefing re class claims and application of 7023. | 0.90 | 700.00 | \$630.00 |
| 07/01/2020 | GSG | CO | Review brief by Private Insurance Plaintiffs to file class claim; confer with I. Scharf re same. | 0.40 | 700.00 | \$280.00 |
| 07/01/2020 | IDS | CO | Telephone call with G. Greenwood regarding class claim. | 0.20 | 700.00 | \$140.00 |
| 07/01/2020 | IDS | CO | Review research file regarding class claims / 2d circuit. | 0.80 | 700.00 | \$560.00 |
| 07/06/2020 | GSG | CO | Review 2d Circuit cases re application of 7023 and use of class claim; email I. Scharf re same. | 4.10 | 700.00 | \$2,870.00 |
| 07/06/2020 | IDS | CO | Telephone call with counsel to tort claimant regarding Global settlement. | 0.30 | 700.00 | \$210.00 |
| 07/09/2020 | IDS | CO | Telephone call with Gail Greenwood regarding class claim. | 0.40 | 700.00 | \$280.00 |
| 07/09/2020 | JSP | CO | Review class action documents | 0.70 | 700.00 | \$490.00 |
| 07/10/2020 | GSG | CO | Draft opposition re private insurance plaintiffs' motion for leave to file class claim; review dockets re pending class actions and facts. | 5.80 | 700.00 | \$4,060.00 |
| 07/13/2020 | GSG | CO | Draft opposition to motion to bring class claim by PIPs. | 9.40 | 700.00 | \$6,580.00 |
| 07/14/2020 | GSG | CO | Draft/revise opposition to motion to bring class claim by PIPs. | 3.10 | 700.00 | \$2,170.00 |
| 07/15/2020 | JSP | CO | Review objection to Hestrup class claim motion | 0.80 | 700.00 | \$560.00 |
| 07/16/2020 | JSP | CO | Correspondence regarding Hestrup class action motion and objection to same | 0.40 | 700.00 | \$280.00 |
| 07/17/2020 | LSC | CO | File letter to chambers re Motion for Leave to File Class Claims. | 0.20 | 425.00 | \$85.00 |
| 07/21/2020 | JSP | CO | Prepare for call with Debtor's Accounts Payable group | 0.60 | 700.00 | \$420.00 |
| 07/21/2020 | JSP | CO | Participate on call with Debtor's Accounts Payable group | 1.10 | 700.00 | \$770.00 |

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| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|---|--------------|-------------|--------------------|
| 07/22/2020 | JSP | CO | Follow up call with W. Weityz and D. Greenblatt regarding AP process based on previous discussion with Debtor's representatives | 0.50 | 700.00 | \$350.00 |
| 07/22/2020 | JSP | CO | Notes regarding follow up with Debtor regarding AP process | 0.90 | 700.00 | \$630.00 |
| 07/23/2020 | IDS | CO | Analysis of municipal claims issue with S. Badala. | 0.70 | 700.00 | \$490.00 |
| 07/24/2020 | JSP | CO | Correspondence from C. Hill regarding bar date motion | 0.10 | 700.00 | \$70.00 |
| 07/24/2020 | IDS | CO | Review comments to class claim stipulation. | 0.30 | 700.00 | \$210.00 |
| 07/27/2020 | JSP | CO | Correspondence to C. Hill regarding AP issues | 0.80 | 700.00 | \$560.00 |
| 07/28/2020 | JSP | CO | Call with C. Hill and others regarding NYAG claim | 0.80 | 700.00 | \$560.00 |
| 07/28/2020 | JSP | CO | Review correspondence and draft term sheet from C. Hill re NYAG claim | 0.40 | 700.00 | \$280.00 |
| 07/28/2020 | IDS | CO | Email with C. Hill regarding NYAG claim. | 0.20 | 700.00 | \$140.00 |
| 07/28/2020 | IDS | CO | Telephone conference with C. Hill regarding NYAG claim. | 0.30 | 700.00 | \$210.00 |
| 07/28/2020 | IDS | CO | Email with C. Hill, N. Kajon. regarding claim motion. | 0.30 | 700.00 | \$210.00 |
| 07/30/2020 | IDS | CO | Finalize stipulation with class counsel and email same to chambers. | 0.40 | 700.00 | \$280.00 |
| 07/31/2020 | IDS | CO | Review settlement proposal regarding municipalities. | 0.30 | 700.00 | \$210.00 |
| | | | | 35.20 | | \$24,585.00 |

Compensation Prof. [B160]

| | | | | | | |
|------------|-----|----|--|------|--------|----------|
| 07/07/2020 | WLR | CP | Correspondence to LaAsia Canty re May and June fee notices and re case background documents and information for interim fee applications | 0.30 | 700.00 | \$210.00 |
| 07/07/2020 | LSC | CP | Prepare draft notice/coversheet for monthly fee statement. | 0.40 | 425.00 | \$170.00 |
| 07/07/2020 | LSC | CP | Research and draft correspondence to B. Ramseyer regarding monthly fee statement. | 0.30 | 425.00 | \$127.50 |
| 07/08/2020 | WLR | CP | Prepare June 2020 fee application | 0.70 | 700.00 | \$490.00 |
| 07/08/2020 | WLR | CP | Review correspondence from LaAsia Canty re case background documents re fee applications | 0.20 | 700.00 | \$140.00 |

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| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|--|--------------|-------------|-------------------|
| 07/08/2020 | WLR | CP | Telephone call from Jason Pomerantz re status of fee notices | 0.10 | 700.00 | \$70.00 |
| 07/08/2020 | WLR | CP | Review and revise first fee statement | 0.60 | 700.00 | \$420.00 |
| 07/08/2020 | IDS | CP | Finalize Pachulski Stang Ziehl & Jones invoice for fee application. | 0.40 | 700.00 | \$280.00 |
| 07/08/2020 | LSC | CP | Prepare coversheet and notice for PSZJ's first combined monthly fee statement and file and serve same. | 0.80 | 425.00 | \$340.00 |
| 07/10/2020 | WLR | CP | Prepare draft first interim fee application | 0.90 | 700.00 | \$630.00 |
| | | | | 4.70 | | \$2,877.50 |

General Creditors Comm. [B150]

| | | | | | | |
|------------|-----|----|--|------|--------|----------|
| 07/08/2020 | JSP | GC | Review NDA regarding Anti-Trust litigation | 0.80 | 700.00 | \$560.00 |
| 07/08/2020 | IDS | GC | Review and revise proposed NDA. | 0.40 | 700.00 | \$280.00 |
| 07/08/2020 | IDS | GC | Email to R. Malone regarding antitrust claims / potential conflict. | 0.20 | 700.00 | \$140.00 |
| 07/08/2020 | IDS | GC | Email to D. Patel regarding antitrust claims / potential conflict. | 0.20 | 700.00 | \$140.00 |
| 07/08/2020 | IDS | GC | Email with P. Kohn regarding potential committee member conflicts. | 0.20 | 700.00 | \$140.00 |
| 07/08/2020 | JIS | GC | Call with Ilan Scharf regarding settlement of anti trust lawsuits and claims issues. | 0.30 | 700.00 | \$210.00 |
| 07/08/2020 | JSP | GC | Review agenda, including preparation for Committee call in connection with same | 0.70 | 700.00 | \$490.00 |
| 07/08/2020 | IDS | GC | Email agenda for committee regarding call. | 0.40 | 700.00 | \$280.00 |
| 07/09/2020 | JSP | GC | Review/comment on NDA relating to Anti-Trust litigation | 0.40 | 700.00 | \$280.00 |
| 07/09/2020 | JSP | GC | Prepare for Committee call, including review of latest report from Glass Ratner | 0.80 | 700.00 | \$560.00 |
| 07/09/2020 | JSP | GC | Participate on weekly Committee call | 0.60 | 700.00 | \$420.00 |
| 07/13/2020 | IDS | GC | Follow up with N. Kajon, S. Mayer regarding NDA re antitrust litigation | 0.20 | 700.00 | \$140.00 |
| 07/13/2020 | IDS | GC | Work on NDA's with Committee Members. | 0.40 | 700.00 | \$280.00 |
| 07/14/2020 | IDS | GC | Telephone call with N.Kajai, S. Meyer regarding | 0.40 | 700.00 | \$280.00 |

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| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|--|--------------|-------------|-------------------|
| | | | class claim, anti trust claim. | | | |
| 07/16/2020 | JSP | GC | Prepare for Committee meeting, including review of Glass Ratner report | 0.70 | 700.00 | \$490.00 |
| 07/16/2020 | JSP | GC | Participate on weekly committee call to discuss issues, including sale motion, motions for relief from stay, plan issues | 0.80 | 700.00 | \$560.00 |
| 07/22/2020 | JSP | GC | Review draft agenda for Committee call | 0.10 | 700.00 | \$70.00 |
| 07/23/2020 | JSP | GC | Prepare for Committee call | 0.70 | 700.00 | \$490.00 |
| 07/23/2020 | JSP | GC | Participate on Committee call | 0.50 | 700.00 | \$350.00 |
| 07/23/2020 | IDS | GC | Attend committee meeting regarding antitrust claims, class claim, other matters. | 0.50 | 700.00 | \$350.00 |
| 07/23/2020 | IDS | GC | Prepare for committee meeting. | 0.20 | 700.00 | \$140.00 |
| 07/29/2020 | JSP | GC | Prepare for upcoming Committee call | 0.90 | 700.00 | \$630.00 |
| 07/30/2020 | JSP | GC | Prepare for Committee call | 0.70 | 700.00 | \$490.00 |
| 07/30/2020 | JSP | GC | Call with GR team regarding case strategy | 0.30 | 700.00 | \$210.00 |
| 07/30/2020 | JSP | GC | Participate on call with Committee regarding case status | 0.40 | 700.00 | \$280.00 |
| 07/30/2020 | IDS | GC | Attend weekly committee call. | 0.50 | 700.00 | \$350.00 |
| 07/30/2020 | IDS | GC | Review GR weekly presentation. | 0.20 | 700.00 | \$140.00 |
| 07/30/2020 | IDS | GC | Prepare for committee call. | 0.20 | 700.00 | \$140.00 |
| 07/30/2020 | IDS | GC | Email to committee regarding call agenda. | 0.20 | 700.00 | \$140.00 |
| | | | | 12.90 | | \$9,030.00 |

Insurance Coverage

| | | | | | | |
|------------|------|----|--|------|--------|----------|
| 07/07/2020 | JSP | IC | Call with Debtor's professionals regarding Hiscox litigation | 0.60 | 700.00 | \$420.00 |
| 07/15/2020 | IAWN | IC | Telephone conference with Ilan Scharf and Jason S Pomerantz re insurance | 0.30 | 700.00 | \$210.00 |
| 07/15/2020 | IAWN | IC | Exchange emails with Janice G Washington re search for docket | 0.10 | 700.00 | \$70.00 |
| 07/15/2020 | IAWN | IC | Review docket re insurance | 1.20 | 700.00 | \$840.00 |
| 07/16/2020 | JSP | IC | Correspondence regarding Hiscox litigation | 0.70 | 700.00 | \$490.00 |

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| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|------|----|--|--------------|-------------|-------------------|
| 07/16/2020 | IAWN | IC | Exchange emails with Ilan Scharf and Jeffrey N Pomerantz re defense costs paid | 0.20 | 700.00 | \$140.00 |
| | | | | 3.10 | | \$2,170.00 |

Litigation (Non-Bankruptcy)

| | | | | | | |
|------------|-----|----|--|-------------|--------|-------------------|
| 07/08/2020 | JSP | LN | Correspondence regarding anti-trust litigation | 0.40 | 700.00 | \$280.00 |
| 07/09/2020 | JSP | LN | Conference call with Debt'or's professionals regarding Anti-Trust litigation | 0.90 | 700.00 | \$630.00 |
| 07/10/2020 | JSP | LN | Analysis regarding Anti-Trust litigation | 0.40 | 700.00 | \$280.00 |
| 07/15/2020 | JSP | LN | Correspondence regarding anti-trust litigation | 0.40 | 700.00 | \$280.00 |
| | | | | 2.10 | | \$1,470.00 |

Plan & Disclosure Stmt. [B320]

| | | | | | | |
|------------|-----|----|---|------|--------|------------|
| 07/01/2020 | JSP | PD | Begin review of draft plan | 2.20 | 700.00 | \$1,540.00 |
| 07/01/2020 | JSP | PD | Correspondence regarding draft plan | 0.50 | 700.00 | \$350.00 |
| 07/01/2020 | IDS | PD | Review plan/ DS. | 3.30 | 700.00 | \$2,310.00 |
| 07/01/2020 | REM | PD | Review disclosure statement. | 1.50 | 700.00 | \$1,050.00 |
| 07/01/2020 | REM | PD | Review settlement. | 1.00 | 700.00 | \$700.00 |
| 07/02/2020 | JSP | PD | Review draft plan/disclosure statement | 2.30 | 700.00 | \$1,610.00 |
| 07/02/2020 | JSP | PD | Review correspondence from A. Telesnick and M. Schmergei regarding plan | 0.70 | 700.00 | \$490.00 |
| 07/02/2020 | REM | PD | Work on agreement and plan. | 3.30 | 700.00 | \$2,310.00 |
| 07/02/2020 | REM | PD | Work on Plan. | 1.00 | 700.00 | \$700.00 |
| 07/03/2020 | JSP | PD | Begin review of comments to plan | 2.30 | 700.00 | \$1,610.00 |
| 07/03/2020 | REM | PD | Review plan. | 7.50 | 700.00 | \$5,250.00 |
| 07/04/2020 | REM | PD | Review of Plan and suggested changes. | 1.30 | 700.00 | \$910.00 |
| 07/05/2020 | JSP | PD | Further review/analysis of plan and comments to same | 2.20 | 700.00 | \$1,540.00 |
| 07/05/2020 | REM | PD | Work on Disclosure Statement. | 1.20 | 700.00 | \$840.00 |
| 07/06/2020 | JSP | PD | Review disclosure statement, including initial comments to same | 2.80 | 700.00 | \$1,960.00 |

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| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|---|--------------|-------------|---------------|
| 07/06/2020 | JSP | PD | Review comments to draft Plan | 1.60 | 700.00 | \$1,120.00 |
| 07/06/2020 | IDS | PD | Revise plan. | 2.40 | 700.00 | \$1,680.00 |
| 07/06/2020 | IDS | PD | Email to Committee regarding plan. | 0.30 | 700.00 | \$210.00 |
| 07/06/2020 | REM | PD | Work on disclosure statement. | 3.00 | 700.00 | \$2,100.00 |
| 07/07/2020 | JSP | PD | Analyze response of NY Attorney General to Debtor's term sheet | 1.20 | 700.00 | \$840.00 |
| 07/07/2020 | JSP | PD | Correspondence regarding plan and disclosure statement | 1.80 | 700.00 | \$1,260.00 |
| 07/13/2020 | JSP | PD | Attention to issues regarding revised plan | 2.30 | 700.00 | \$1,610.00 |
| 07/14/2020 | JSP | PD | Analysis regarding revisions to plan/disclosure statement | 2.70 | 700.00 | \$1,890.00 |
| 07/17/2020 | JSP | PD | Call with T. Buck and D. Greenblatt regarding plan issues | 0.50 | 700.00 | \$350.00 |
| 07/17/2020 | JSP | PD | Review proposed changes to plan, including comments to same, in preparation for call with Debtor's counsel regarding same | 2.60 | 700.00 | \$1,820.00 |
| 07/17/2020 | JSP | PD | Call with C. Hill, N. Basalyga and I. Scharf regarding plan issues | 0.40 | 700.00 | \$280.00 |
| 07/18/2020 | JSP | PD | Review updated revised plan and disclosure statement from C. Hill | 1.70 | 700.00 | \$1,190.00 |
| 07/20/2020 | JSP | PD | Review further revisions to plan and disclosure statement | 1.40 | 700.00 | \$980.00 |
| 07/21/2020 | JSP | PD | Further review of changes to latest version of plan and disclosure statement (with redline comments) | 1.30 | 700.00 | \$910.00 |
| 07/22/2020 | BDD | PD | Call with/email to JS Pomerantz re RDC Plan and Disc. Statement | 0.10 | 425.00 | \$42.50 |
| 07/22/2020 | JSP | PD | Correspondence to Committee regarding plan | 0.10 | 700.00 | \$70.00 |
| 07/22/2020 | JSP | PD | Notes regarding plan and disclosure statement for further discussions with Debtor | 1.30 | 700.00 | \$910.00 |
| 07/30/2020 | IDS | PD | Telephone call with R. Michaelson regarding Liquidation Trustee position. | 0.60 | 700.00 | \$420.00 |
| 07/30/2020 | IDS | PD | Telephone call with E. Frejka regarding Liquidation Trustee position. | 0.80 | 700.00 | \$560.00 |
| 07/31/2020 | IDS | PD | Attend call with GR and Pachulski Stang Ziehl & | 0.40 | 700.00 | \$280.00 |

| | | | | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------|-----|----|---|--------------|-------------|--------------------|
| | | | Jones regarding plan confirmation. | | | |
| 07/31/2020 | IDS | PD | Emails to Liquidation Trustees candidates regarding interview process. | 0.40 | 700.00 | \$280.00 |
| 07/31/2020 | IDS | PD | Telephone call with Jason Pomerantz regarding Liquidation Trustee interviews. | 0.20 | 700.00 | \$140.00 |
| 07/31/2020 | IDS | PD | Work on confirmation issues. | 0.80 | 700.00 | \$560.00 |
| 07/31/2020 | JSP | PD | Analysis regarding plan issues, especially liquidating trust/trustee | 2.40 | 700.00 | \$1,680.00 |
| | | | | 63.40 | | \$44,352.50 |

Retention of Prof. [B160]

| | | | | | | |
|------------|-----|----|---|-------------|--------|-------------------|
| 07/03/2020 | GFB | RP | Review and analyze conflicts data; draft emails to Laura Davis Jones, Brad Sandler, Richard Pachulski, and Henry Kevane regarding same. | 1.30 | 700.00 | \$910.00 |
| 07/09/2020 | GFB | RP | Review and analyze conflicts data; draft emails to Laura Davis Jones and Henry Kevane regarding same. | 0.60 | 700.00 | \$420.00 |
| 07/15/2020 | GFB | RP | Draft emails to Laura Davis Jones and Tim Cairns regarding conflicts data; review responses and draft replies regarding same. | 0.30 | 700.00 | \$210.00 |
| | | | | 2.20 | | \$1,540.00 |

Stay Litigation [B140]

| | | | | | | |
|------------|-----|----|---|------|--------|------------|
| 07/01/2020 | GSG | SL | Additional research re tort/contract setoff cases; draft objection to stay relief by Merck. | 3.70 | 700.00 | \$2,590.00 |
| 07/02/2020 | GSG | SL | Draft/revise objection to stay relief by Merck. | 5.40 | 700.00 | \$3,780.00 |
| 07/03/2020 | GSG | SL | Draft/revise objection to stay relief by Merck. | 3.80 | 700.00 | \$2,660.00 |
| 07/03/2020 | GSG | SL | Draft objection to stay relief by Novartis. | 5.30 | 700.00 | \$3,710.00 |
| 07/06/2020 | GSG | SL | Email I. Scharf re stay relief objections and drafts. | 0.30 | 700.00 | \$210.00 |
| 07/07/2020 | JSP | SL | Comments to oppositions to motions for relief from stay (Mead, Merck and Novartis) | 0.90 | 700.00 | \$630.00 |
| 07/08/2020 | IDS | SL | Finalize objection to Meade stay relief motion. | 0.70 | 700.00 | \$490.00 |
| 07/08/2020 | IDS | SL | Finalize objection to Novartis stay relief motion. | 0.50 | 700.00 | \$350.00 |
| 07/08/2020 | IDS | SL | Finalize objection to Merck stay relief motion. | 0.60 | 700.00 | \$420.00 |

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|------------|-----|----|---|--------------|-------------|--------------------|
| 07/10/2020 | LSC | SL | Prepare certificate of service, file, and serve Committee Objection to Mead Square Motion for Relief from Stay (.3); Prepare certificate of service, file, and serve Committee Objection to Merck Motion for Relief from Stay (.3); and Prepare certificate of service, file, and serve Committee Objection to Novartis Motion for Relief from Stay (.3). | 0.90 | 425.00 | \$382.50 |
| 07/20/2020 | GSG | SL | Review docket re stay relief objections and status. | 0.30 | 700.00 | \$210.00 |
| 07/23/2020 | GSG | SL | Review decision re Mead denial of stay relief. | 0.20 | 700.00 | \$140.00 |
| | | | | 22.60 | | \$15,572.50 |

TOTAL SERVICES FOR THIS MATTER: \$120,567.50

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Expenses

| Date | Category | Description | Amount |
|------------|----------|---|--------|
| 06/01/2020 | CC | Conference Call [E105] Loop Up Conference Call, IDS | 6.24 |
| 06/05/2020 | CC | Conference Call [E105] Loop Up Conference Call, IDS | 5.90 |
| 06/08/2020 | CC | Conference Call [E105] Loop Up Conference Call, IDS | 9.44 |
| 06/08/2020 | CC | Conference Call [E105] Loop Up Conference Call, IDS | 39.74 |
| 06/11/2020 | CC | Conference Call [E105] Loop Up Conference Call, IDS | 35.76 |
| 06/14/2020 | CC | Conference Call [E105] Loop Up Conference Call, IDS | 21.42 |
| 06/18/2020 | CC | Conference Call [E105] Loop Up Conference Call, IDS | 45.16 |
| 07/01/2020 | LN | 75015.00002 Lexis Charges for 07-01-20 | 4.93 |
| 07/08/2020 | PO | 75015.00002 :Postage Charges for 07-08-20 | 5.40 |
| 07/08/2020 | RE2 | SCAN/COPY (48 @0.10 PER PG) | 4.80 |
| 07/08/2020 | RE2 | SCAN/COPY (24 @0.10 PER PG) | 2.40 |
| 07/08/2020 | RE2 | SCAN/COPY (1 @0.10 PER PG) | 0.10 |
| 07/09/2020 | RE2 | SCAN/COPY (1 @0.10 PER PG) | 0.10 |
| 07/15/2020 | CL | 75015.00002 CourtLink charges for 07-15-20 | 52.23 |
| 07/20/2020 | PO | 75015.00002 :Postage Charges for 07-20-20 | 2.75 |
| 07/20/2020 | RE2 | SCAN/COPY (44 @0.10 PER PG) | 4.40 |
| 07/20/2020 | RE2 | SCAN/COPY (11 @0.10 PER PG) | 1.10 |
| 07/20/2020 | RE2 | SCAN/COPY (1 @0.10 PER PG) | 0.10 |
| 07/23/2020 | RE2 | SCAN/COPY (24 @0.10 PER PG) | 2.40 |
| 07/23/2020 | RE2 | SCAN/COPY (10 @0.10 PER PG) | 1.00 |
| 07/31/2020 | PAC | Pacer - Court Research | 21.50 |

Total Expenses for this Matter **\$266.87**

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REMITTANCE ADVICE

Please include this Remittance with your payment

For current services rendered through: 07/31/2020

| Total Fees | | \$120,567.50 |
|--|----------------------------|--|
| Total Expenses | | 266.87 |
| Total Due on Current Invoice | | \$120,834.37 |
| Outstanding Balance from prior invoices as of | 07/31/2020 | (May not include recent payments) |
| <u>A/R Bill Number</u> | <u>Invoice Date</u> | <u>Fees Billed</u> |
| 125170 | 05/31/2020 | \$136,667.50 |
| 125390 | 06/30/2020 | \$140,502.50 |
| Total Amount Due on Current and Prior Invoices: | | \$399,103.58 |

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

| | | |
|------------------------------------|---|-------------------|
| In re: |) | Chapter 11 |
| |) | |
| ROCHESTER DRUG CO-OPERATIVE, INC., |) | Case No. 20-20230 |
| |) | |
| Debtor. |) | |
| |) | |

CERTIFICATE OF SERVICE

I, La Asia S. Carty, am over the age of eighteen years, am employed by Pachulski Stang Ziehl & Jones LLP. I am not a party to the within action; my business address is 780 Third Avenue, 34th Floor, New York, New York 10017-2024. I hereby certify under penalty of perjury that on the 27th day of August, 2020, I electronically filed the **THIRD MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ROCHESTER DRUG CO-OPERATIVE, INC. FOR THE PERIOD JULY 1, 2020 THROUGH JULY 31, 2020** with the Clerk of the Bankruptcy Court for the Western District of New York, using the CM/ECF system.

I also certify that on August 27, 2020, copies of the above-referenced document were served via First Class US Mail upon the parties set forth below.

Hon. Paul R. Warren
United States Bankruptcy
Court – Western District
100 State St.
Rochester, NY 14614

Kathleen D. Schmitt, Esq.
Office of the U.S. Trustee
Federal Office Building
100 State Street, Room 6090
Rochester, NY 14614

Stephen A. Donato
Bond, Schoeneck & King, PLLC
One Lincoln Center
Syracuse, NY 13202-1355

Dated: August 27, 2020

/s/ La Asia S. Carty

La Asia S. Carty

EXHIBIT D
[Proposed Order]

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

| | | |
|------------------------------------|---|-------------------|
| In re: |) | Chapter 11 |
| |) | |
| ROCHESTER DRUG CO-OPERATIVE, INC., |) | Case No. 20-20230 |
| |) | |
| Debtor. |) | |
| |) | |

**ORDER GRANTING FIRST INTERIM FEE APPLICATION OF PACHULSKI
STANG ZIEHL & JONES LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF THE DEBTOR FOR THE PERIOD APRIL 9, 2020 THROUGH JULY 31, 2020**

This matter is before the Court on the First Interim Fee Application of Pachulski Stang Ziehl & Jones LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Official Committee of Unsecured Creditors of the Debtor for the Period April 9, 2020 through July 31, 2020 (the “First Compensation Period” and the “Application”) [Doc ____], filed by Pachulski Stang Ziehl & Jones LLP (“PSZJ”), counsel to the Committee. In the Application, PSZJ requests (a) allowance of interim compensation for professional services performed by PSZJ for the First Compensation Period in the amount of \$397,737.50 (b) reimbursement of its actual and necessary expenses in the amount of \$1,366.08 incurred during the First Compensation Period, and (c) directing the Debtor to pay PSZJ the amount of \$176,268.37 for the unpaid total.

The Court, having considered the Application and notice of the Application appearing adequate, and having convened a hearing on _____, 2020 and being otherwise duly advised in the premises, determines that the Application should be, and hereby is GRANTED. Accordingly,

IT IS THEREFORE ORDERED as follows:

1. The Application is GRANTED in its entirety.
2. PSZJ's compensation for professional services rendered during the First Compensation Period is allowed on an interim basis in the amount of \$397,737.50.
3. Reimbursement of PSZJ's expenses incurred during the First Compensation Period is allowed on an interim basis in the amount of \$1,366.08.
4. The Debtor is directed to pay PSZJ the amount of \$176,268.37 for the unpaid amounts incurred during the First Compensation Period.
5. The compensation and reimbursement of expenses awarded in this Order shall be interim and subject to final approval pursuant to section 330(a)(5) of the Bankruptcy Code.
6. The allowance of interim compensation and reimbursement of expenses pursuant to this Order is without prejudice to PSZJ's right to seek additional compensation for services performed and expenses incurred during the First Compensation Period, which were not processed at the time of the Application.
7. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

###

EXHIBIT E
(Summary of Itemized Time Records)

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY TIMEKEEPER
FOR THE PERIOD OF APRIL 9, 2020 THROUGH JULY 31, 2020**

(Partners)

| NAME OF PROFESSIONAL (in alphabetical order) PARTNERS | EFFECTIVE HOURLY RATE (Capped at \$700 per Hour) | TOTAL HOURS BILLED (in this application) | FEES BILLED |
|--|---|---|---------------------|
| James I. Stang | \$700.00 | 9.70 | \$6,790.00 |
| Iain A.W. Nasatir | \$700.00 | 5.30 | \$3,710.00 |
| Maxim B. Litvak | \$700.00 | 5.80 | \$4,060.00 |
| Nina L. Hong | \$700.00 | 2.60 | \$1,820.00 |
| Ilan D. Scharf | \$700.00 | 161.80 | \$113,260.00 |
| Richard E. Mikels | \$700.00 | 19.80 | \$13,860.00 |
| Jason S. Pomerantz | \$700.00 | 220.30 | \$154,210.00 |
| Totals for Partners: | | 425.30 | \$297,710.00 |

(Of-Counsel)

| NAME OF PROFESSIONAL (in alphabetical order) OF COUNSEL | EFFECTIVE HOURLY RATE (Capped at \$700 per hour) | TOTAL HOURS BILLED (in this application) | FEES BILLED |
|--|---|---|--------------------|
| William L. Ramseyer | \$700.00 | 2.80 | \$1,960.00 |
| Gina F. Brandt | \$700.00 | 2.20 | \$1,540.00 |
| Richard J. Gruber | \$700.00 | 2.20 | \$1,540.00 |
| Gail S. Greenwood | \$700.00 | 86.00 | \$60,200.00 |
| Cia H. Mackle | \$675.00 | 24.40 | \$16,470.00 |
| Totals for Of-Counsel: | | 117.60 | \$81,710.00 |

(Associates)

| NAME OF PROFESSIONAL (in alphabetical order) ASSOCIATES | EFFECTIVE HOURLY RATE | TOTAL HOURS BILLED (in this application) | FEES BILLED |
|--|----------------------------------|---|--------------------|
| Steven W. Golden | \$625.00 | 20.40 | \$12,750.00 |
| Totals for Associates: | | 645.40 | \$12,770.40 |

(Paraprofessionals)

| NAME OF PROFESSIONAL (in alphabetical order) Paraprofessionals | EFFECTIVE HOURLY RATE | TOTAL HOURS BILLED (in this application) | FEES BILLED |
|---|----------------------------------|--|--------------------|
| Beth D. Dassa | \$425.00 | 0.10 | \$42.50 |
| La Asia S. Carty | \$425.00 | 13.00 | \$5,525.00 |
| Totals for Paraprofessionals: | | 13.10 | \$5,567.50 |

CERTIFICATE OF SERVICE

I, La Asia S. Canty, am over the age of eighteen years, am employed by Pachulski Stang Ziehl & Jones LLP. I am not a party to the within action; my business address is 780 Third Avenue, 34th Floor, New York, New York 10017-2024. I hereby certify under penalty of perjury that on the 17th day of September, 2020, I electronically filed the **FIRST INTERIM FEE APPLICATION OF PACHULSKI STANG ZIEHL & JONES LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THE DEBTOR FOR THE PERIOD APRIL 9, 2020 THROUGH JULY 31, 2020** with the Clerk of the Bankruptcy Court for the Western District of New York, using the CM/ECF system.

I also certify that on September 17, 2020, copies of the above-referenced document were served via First Class US Mail upon the parties set forth below.

Hon. Paul R. Warren
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Bond, Schoeneck & King, PLLC
One Lincoln Center
Syracuse, NY 13202-1355

Dated: September 17, 2020

/s/ La Asia S. Canty
La Asia S. Canty